

[The Form for ABC Applicants has been prepared by the Staff of the Illinois Commerce Commission. It is intended to be a source of information and a template that may be of use to entities petitioning the Illinois Commerce Commission to be licensed as an Agent, Broker, and Consultant ("ABC") under Section 16-115C of the Public Utilities Act ("Act") [220 ILCS 5/16-115C] and 83 Ill. Adm. Code 454 ("Part 454"), Licensure of Agents, Brokers, and Consultants. The Form is presented in a generic format and should be individually tailored by each ABC applicant before submitting to the Illinois Commerce Commission. The Form is not intended to constitute legal advice regarding compliance with Section 16-115C of the Act, 83 Ill. Adm. Code 454, or any applicable case law.]

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

Integrity Energy, LTD :

Application for Licensure of :
Agents, Brokers, and Consultants :
under Section 16-115C :
of the Public Utilities Act. :

Docket No. 10-0425

APPLICATION

Integrity Energy, LTD ("Applicant"), hereby requests that the Illinois Commerce Commission ("Commission") grant it a license pursuant to Section 16-115C of the Public Utilities Act ("Act"). In support of its application, Applicant states as follows:

GENERAL [454.40, 454.50, 454.100]

1. Applicant's name and street address.

Integrity Energy, LTD
5711 Grant Ave
Cleveland Ohio 44105

2. Related Information:

- Type of business entity: [corporation, LLP, LLC, etc.]

LLC

ILLINOIS
COMMERCE COMMISSION
2010 JUL - 1 A 10:36
CHIEF CLERK'S OFFICE

- Jurisdiction in which and under whose laws business entity was created:

Ohio

- Other names under which Applicant does business (D/B/A):

None

3. Contact Persons for the following:

- a) issues related to processing this application and

Paul Nero
Vice President
5711 Grant Ave Cleveland Ohio 44105
Phone - 216-502-4410
Fax - 216-441-2401
pnero@integrity-communications.com

- b) issues related to complaint resolution [454.130]

Paul Nero
Vice President
5711 Grant Ave Cleveland Ohio 44105
Phone - 216-502-4410
Fax - 216-441-2401
pnero@integrity-communications.com

Mike Naughton
President
5711 Grant Ave
Cleveland Ohio 44105
Phone - 216-502-4410
Fax - 216-441-2401
mnaughton@integrity-communications.com

Provide each contact person's name, title, mailing address, telephone number, and e-mail address for a) and b).

4. Description of Applicant's business. [454.40(c)(1)]

Integrity Energy provides consulting, planning, and management services to specific customers. The customers will have the opportunity to select an alternative electric supplier based on the competitive proposal's we submit.

5. A statement in support of application, supporting documents, and schedules containing information showing that the applicant meets the requirements of Section 16-115C of the Act. [454.40(d)(1)]

Integrity Energy has read all of the requirements of section 16-115C of Act [454.40(d)(1)] of the Illinois Public Utilities Act. Integrity Energy has determined that it meets all of the criteria contained in the Act.

6. The name, address, telephone number, any facsimile number and any e-mail address of the agent registered with the Illinois Secretary of State. This information shall be kept current and any change regarding the licensee shall be reported within 15 days after the change occurs. The required information shall be filed with the Chief Clerk of the Commission at its Springfield office. [454.40(c)(3)]

**InCorp Services, Inc.
2501 Chatham Road suite 110
Springfield, IL 62704
Phone 702-866-2500 Fax 702-866-2689
Jimmy.rogez@incorp.com**

7. Applicant certifies that it:
- a) is licensed to do business in the State of Illinois and is in compliance with all other applicable laws, regulations and Commission rules and orders; [454.40(c)(2)]
 - b) shall comply with all terms and conditions required by Section 16-115C of the Act; [454.40(d)(2)]
 - c) shall ensure any person who acts on behalf of the entity will comply with all sections of Part 454 applicable to the function or functions to be performed; [454.40(d)(3)]
 - d) shall remain in compliance with the provisions of the Act and Part 454; [454.50]
 - e) shall ensure that authorizations received from customers, and all other applicable records are retained for a period of not less than three calendar years after the calendar year in which they were created; and [454.100(a)]
 - f) shall preserve the confidentiality of its customers' data. [454.100(b)]

MANAGERIAL LICENSING QUALIFICATIONS [Section 454.60]

8. Applicant meets the managerial qualifications set forth in Part 454.60, as demonstrated in Attachment A. Attachment A includes an exhibit containing a corporate organizational chart and identifying the persons who are being used to meet the requirements of Part 454.60(a). Attachment A includes an exhibit containing occupational background information on the person or persons who are being used to meet the requirements of Part 454.60(a). [Attachment should include narrative and/or resume of key personnel showing clearly how the managerial experience requirement is being met.]

TECHNICAL LICENSING QUALIFICATIONS [Section 454.70]

9. Applicant meets the technical qualifications set forth in Part 454.70, as demonstrated in Attachment B. Attachment B includes an exhibit containing occupational background information on the person or persons who are being used to meet the requirements of Part 454.70(a). [The attachment shall identify the persons who are being used to meet each of the requirements of Part 454.70. Attachment should include narrative and/or resumes of key personnel showing clearly how the technical experience requirement is being met.]

FINANCIAL LICENSING REQUIREMENTS [SECTION 454.80]

10. Applicant is required to execute and maintain a license or permit bond in the name of the People of the State of Illinois issued by a qualifying surety or insurance company authorized to transact business in the State of Illinois. The amount of the bond shall equal \$5,000. [Attach the license or permit bond required by Part 454.80(a) and proof that the surety meets the definition of "qualifying surety" as set forth in Part 454.10.]

[Department of the Treasury's Listing of Approved Sureties (Department Circular 570) (<http://www.fms.treas.gov/c570/c570.htm>)]

CODE OF CONDUCT [SECTION 454.90]

11. Applicant certifies that it shall:
 - a) Disclose in plain language in writing the nature of the services offered by the ABC;
 - b) Disclose in plain language in writing to all persons it solicits the total anticipated remuneration to be paid to it by any third party over the period of the proposed underlying customer contract. Any such disclosure must be made prior to entering into the contract and signed by the customer;

Form for ABC Applicants

- c) Not hold itself out as independent or unaffiliated with any RES, or both, or use words calculated to give that impression, unless the person or entity offering service under this Section 16-115C of the Act has no contractual relationship with any RES or its affiliates regarding retail electric service in Illinois;
- d) Not utilize false, misleading, materially inaccurate, defamatory, or otherwise deceptive language or materials in the soliciting or providing of its services;
- e) Maintain copies of all marketing materials disseminated to third parties for a period of not less than three years;
- f) Maintain copies of all disclosure statements required in subsections (a) and (b) for a period of not less than three years;
- g) Not present electricity pricing information in a manner that favors one supplier over another, unless a valid pricing comparison is made utilizing all relevant costs and terms; and
- h) Comply with the requirements of Sections 2EE, 2FF, 2GG, and 2HH of the Consumer Fraud and Deceptive Business Practices Act [815 ILCS 505/2EE, 2FF, 2GG, and 2HH].

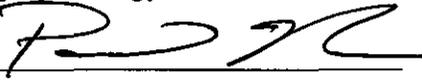
REPORTING REQUIREMENTS [SECTION 454.110]

12. Applicant agrees to submit reports in accordance with annual reporting requirements. [454.110]

WHEREFORE, Applicant requests that the Commission grant its application for licensure as an agent, broker, or consultant to engage in the procurement or sale of retail electricity supply for third parties.

Respectfully submitted,

Integrity Energy, LTD

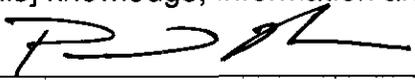
By: 
Paul Nero
Vice President

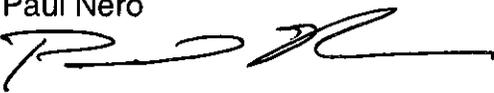
Christopher J. Freeman
Christopher J. Freeman, Attorney at Law
46 Public Sq, suite. 200
Medina, Ohio 44256
330-722-7278
330-722-7249
chris@chrisfreemanlaw.com

VERIFICATION

STATE OF Ohio)
COUNTY OF Cuyahoga)

Paul Nero, being first duly sworn, deposes and says that he is the Vice President of Integrity Energy, LTD; that he has read the foregoing Application of Integrity Energy, LTD, and all of the attachments accompanying and referred to within the Application; and that the statements contained in the Application and the attachments are true, correct and complete to the best of [her][his] knowledge, information and belief.



Paul Nero


Subscribed and sworn to before me
this 25 day of June, 2010.



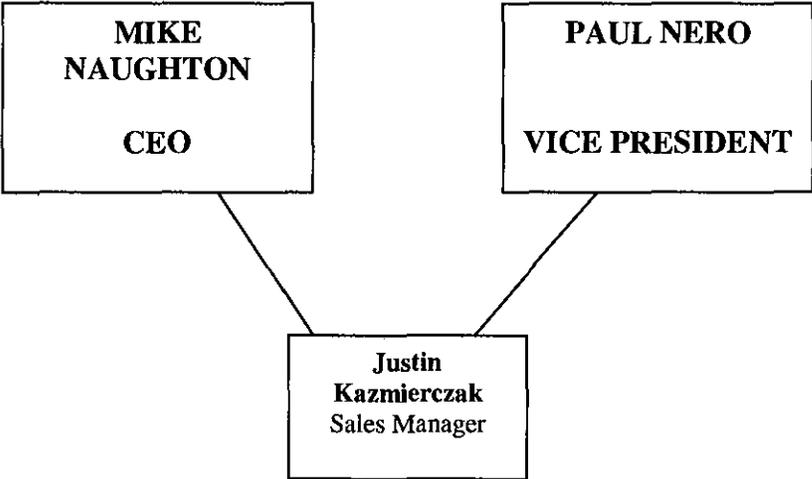
Notary Public

[Stamp of Notary]



Lauraine Diamond
Notary Public, State of Ohio
My Commission Expires
Jan. 31, 2015

Integrity Energy Organizational Chart



Paul Nero

5711 Grant Ave
Cleveland Ohio 44105

Experience

2002 – Present Vice President, Integrity Communications, Cleveland Ohio

2002 – 2004 Vice President, Integrity Communications, Cleveland Ohio

Integrity Communications formed in 2002 as a distributor for AT&T, by myself and a partner, Mike Naughton, with the idea of becoming the largest partner within AT&T's indirect channel. The company started with a single office in Cleveland Ohio and 5 employees, today we own a 36,000 square foot building and have grown to approximately 100 employees. Our duties include but are not limited to the following:

- Develop vendor relationships within AT&T organization.
- Create and develop a strategy to market AT&T products to the end user.
- Design proposal templates and sales training materials.
- Hired initial team of 5 – 10 outside sales account executives to promote and sell AT&T products including voice, data, and long distance.
- Expanded Integrity Communications and started another outside sales office in Novi, Michigan, in 2004. Hired an additional 10-20 sales agents in Michigan to promote, sell, and install AT&T products.
- Became a top 5 distributor with in AT&T's indirect channel.
- At the end of 2004 Integrity had over 1million in annual revenue and had sold over 5 million in life cycle revenue for AT&T.

2005 – 2008 Vice President, Integrity Communications, Cleveland Ohio

As Integrity Communications grew so did our responsibilities. At this point we had petitioned AT&T to bring us "Third Party Verification" to enroll our customers in the "Winback" program via phone instead of paper contracts. A winback customer was someone who left the AT&T network for another provider and we had the ability to bring them back. Once TPV was enabled we were able to focus our sales

efforts through a telesales model. Our duties included but are not limited to the following:

- Hire a staff of inside sales employees that would be able to sell our products over the phone.
- Design, develop, and implement new training and sales material for an inside account executive.
- Create code of conduct procedures that would encompass all telemarketing best practices and policies.
- Develop a back office support system that would be able to support our sales staff as well as all customer service calls.
- Interface all sales systems within the AT&T order entry system.
- Draft strategic sales targets that would coincide with AT&T's footprint.
- Cultivate existing employees to become part of a winning management team.
- Install a predictive dialer system that would improve productivity while increasing quality assurance and quality control.
- At the end of 2008 Integrity had become the largest distributor that AT&T had ever had in the indirect channel.
- Integrity Communications had over 6 million in annual revenue at the end of 2008 and had contracted over 30 million in life cycle revenue for AT&T.

2008 – Present Vice President, Integrity Communications, Cleveland Ohio

As our success continued as an AT&T authorized distributor we decided to branch out into the energy industry. We have been the largest NMR (New Monthly Revenue) producer for AT&T for the past 3 years and wanted to duplicate our model. In June 2008 we signed a contract with a top 5 alternative supplier. We started to sell natural gas and electricity services to the small and medium size commercial customers. Today over 50% of our annual revenue comes from energy sales. We have been selling energy for almost 2 years and look forward to expanding our business into the commercial and industrial sectors. Our duties include but are not limited to the below:

- Design, develop, and implement new training and sales material for an inside account executive to sell energy over the phone.
- Recruit and hire established energy experts in the market today.
- Develop a back office support system that would be able to support our sales staff as well as all customer service calls.
- Interface all sales systems to extract the correct data from our new vendor.
- Develop a new scripting tool to accommodate the variety of products offered in the energy industry.

- **Manage new relationships with the vendor executives to ensure accurate data posting's to reduce churn.**
- **Currently we are marketing directly for 2 major alternative suppliers and have launched our broker division in one utility service area.**
- **At the end of 2008 Integrity had become one of the fastest growing companies in America and received recognition from Inc. 500**

2000 – 2002 Sales Manager, Allegiance Telecom, Independence Ohio

I was hired at Allegiance Telecom as an account executive to manage a portfolio of existing customers and grow revenue. After 6 months of working the ground floor I was promoted to a senior account executive and shortly after that I was promoted again to sales manager. My duties included but not limited to:

- **Grow existing relationships of current customers.**
- **Design, build, and implement extensive network diagrams for customers that utilize VPN, WAN, LAN, and multi-link networks.**
- **Recruit, hire, and manage a team of 10 outside sales agents that would drive new business.**
- **Develop relationships with outside network vendors that would be able to promote the Allegiance products to their current customers.**

Education

University of Akron, Akron Ohio

Michael Naughton

5711 Grant Ave. Cleveland, OH 44105 P: 216-502-4409
email:mnaughton@integrity-communications.com

Experience

Integrity Communications, Ltd. Outbound Contact Center Specializing in Telecom and Energy Services
Cleveland, OH
CEO/Co owner, Co Founder: May 2002 - Present

- Lead a start up direct sales organization from infancy to a multi dimensional leading contact center with multiple inbound and outbound sales campaigns in a variety of different industries.
- Either led or oversaw every facet in the organization at some duration within the life of the company. These included sales, training, sales management, back office support, customer care, P&L responsibility, marketing, strategy, IT management, and vendor relationships.
- Assisted in launching our first sales office in Cleveland, OH, where the focus was AT&T sales in a direct sales environment. Within one year, launched a second direct sales office in the Novi, MI to focus on the Detroit Metro market. Became a Top 5 AT&T Distributor in 2004 with the two direct sales offices.
- Facilitated the first TPV sales relationship with the AT&T indirect sales channel, which accelerated the growth of Integrity into a two time Inc 500 winner in 2007 and 2008 as one of the fastest growing companies in the United States.
- Converted the entire organization from a 40 person direct sales channel into a leading outbound telesales call center with over 100 employees in 2005.
- Achieved the honor of becoming the largest producing AT&T Distributor in the AT&T indirect sales channel in the over 20 year history of the channel in 2005.
- Continuously achieved the number one ranking of AT&T Distributor throughout the country in the AT&T indirect sales channel in 2006, 2007, 2008, and 2009.
- The company was recognized as a two time INC. 500 winner as one of the fastest growing companies in the United States in 2005 and 2006.
- In 2007, created what is believed to be the first call center to adopt and successfully sell high end IP and data products for the AT&T Indirect Channel. Previously, this product was sold in a traditional face to face sales model.
- In June 2008, initiated and implemented our first relationship with a leading Retail Energy Provider, becoming their number one outsourced telesales vendor by month 3 of the campaign. We are still their number one and only small commercial telesales vendor.
- Assisted in the growth in our energy campaigns throughout 2009 by bringing on another leading Retail Energy Provider for our telesales campaigns. With this particular relationship, Integrity ventured into our first dedicated residential telesales campaign. We have managed to consistently achieve 1.0 SPH (Sales per Hour) in this campaign.
- Oversaw the launch of our dedicated energy broker campaign, where we represent multiple Retail Energy Providers in the Commercial and Industrial
- I have assisted in overseeing our management team from zero to a Director, four daytime managers, and two night time managers over this growth period.

Allegiance Telecom, Inc. Voice and Data Services Provider

Sales Manager: May 2001-April 2002

Cleveland, OH

- Hire, train, inspire, and motivate a staff of 10 Account Executives in all assigned duties to obtain a monthly team quota of \$25,000 in new monthly revenue
- Developed and implemented a training program for my team of Account Executives on a weekly basis to maintain sales quota achievement
- Consistently achieved weekly/monthly sales forecasts while reporting to the City and Regional Vice President

Major Account Manager: September 2000-April 2001

Cleveland, OH

- Responsible for selling voice and data services to small and medium sized businesses in the Greater Cleveland area via aggressive cold calling, telemarketing, and closing talents
- Maintained a high level of customer service and support by working in conjunction with my engineering and provisioning departments
- Prospected an average of 100 companies per day while running an average of 10 appointments per week by utilizing excellent time management and organizational skills.
- Achieved 126% of plan over an 8 month period.
- Consistently ranked in the top 50 sales representatives out of roughly 1100 nationwide.
- Promoted to a Major Account Manager after a 6 month period.
- Recognized as the Account Executive of the Month 4 times within an 8 month period.
- Promoted to Sales Manager in May 2001

Bobcat of Cleveland: Bobcat Equipment Dealership

Cleveland, OH

Account Executive: July 1998-August 2000

- Promoted sales and rental of Bobcat Equipment via cold calling, client demos, referrals, networking, and the commitment to ensure customer satisfaction for the East Side Cleveland territory.
- Managed all facets of the sales including prospecting, demonstrations, financing, collections, product instruction, and warranty coverage.
- Recognized for the top 15% in new sales volume among all Account Executives in North America.
- Increased market share from 27% to 43% for the East Side Cleveland territory.

Education

The Ohio State University, Columbus, OH

September 1993-June 1997

Bachelor of Science in Business Administration, Major: Finance

References available upon request

Integrity Communications Technical Fitness Business Plan

Background

Integrity Communications was formed in May 2002 with the sole intention of promoting SBC network based services to commercial accounts. We strived to offer reliable telecommunication services that are competitively priced with one point of contact for sales and customer service. Since our inception in 2002 Integrity Communications has performed far above all expectations set forth by SBC/AT&T. Our company started with a single office in Cleveland Ohio and 5 employees, today we own a 36,000 square foot building and have grown to approximately 100 employees.

In May of 2008 Integrity was approached by a top 5 alternative supplier to offer their services to the small and medium sized choice customers. We started our energy campaign in Ohio and sold natural gas for the first 6 month's. Since then we have branched out into multiple states and offer electricity as well. Integrity Energy was created and has also gained one additional alternative supplier as a client and currently sells for them both. We have highly trained, professional, and sophisticated employee's that contact commercial accounts and have the ability to offer them a choice in their electricity supplier.

Proposed Plan

Going forward we would like to start a small team of our top employee's and focus on larger commercial and industrial accounts. We would like to become a licensed broker so we will be recognized by the utility as a company that is approved to offer alternative supplier options. Integrity Energy has existing relationships with multiple alternative suppliers and will offer consultative options for the customer. Our team would consist of the following:

Sales Manager

This individual will be responsible for the day to day management of the select team. He or she will be responsible for the overall quality of sales, the conduct in which a sales rep will represent them, and the overall experience of the customer.

Back Office Support Staff

These individuals will be responsible for the accuracy of all orders that have been taken that day, verify that the correct supplier paperwork goes out to the customer, handles any incoming calls from existing customers.

Sales Agents

These individuals will only be the upper echelon of our current staff. They will be responsible for contacting the person who is able to make the decision on their electricity bill. They are trained with all of the knowledge needed to be able to present options to our potential customers.



LLC FILE DETAIL REPORT

Entity Name	INTEGRITY ENERGY, LTD	File Number	02995497
Status	ACTIVE	On	06/02/2010
Entity Type	LLC	Type of LLC	Foreign
File Date	06/02/2010	Jurisdiction	OH
Agent Name	INCORP SERVICES, INC	Agent Change Date	06/02/2010
Agent Street Address	2501 CHATHAM RD STE 110	Principal Office	5711 GRANT AVE CLEVELAND, OH 44105
Agent City	SPRINGFIELD	Management Type	MGR View
Agent Zip	62704	Duration	PERPETUAL
Annual Report Filing Date	00/00/0000	For Year	
Assumed Name	ACTIVE - INTEGRITY ENERGY		
Series Name	NOT AUTHORIZED TO ESTABLISH SERIES		

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(One Certificate per Transaction)



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JUNE 02, 2010

0298549-7

INCORP SERVICES, INC.
2501 CHATHAM RD STE 110
SPRINGFIELD, IL 62704-0000

RE INTEGRITY ENERGY, LTD

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,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

JW:LLC



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

0298549-7

06/07/2010

INCorp SERVICES, INC.
2501 CHATHAM RD STE 110
SPRINGFIELD, IL 62704-0000

RE INTEGRITY ENERGY, LTD
FAS: INTEGRITY ENERGY

DEAR SIR OR MADAM:

APPLICATION TO ADOPT AN ASSUMED NAME HAS BEEN PLACED ON FILE AND THE LIMITED LIABILITY COMPANY CREDITED WITH THE REQUIRED FEE.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

JW:LLC

STAR INSURANCE COMPANY
License Bond

License Bond Number: SSB0580770
Star Insurance Company
465 Cleveland Avenue, Westerville, OH 43082

KNOW ALL MEN BY THESE PRESENTS, That we, **Integrity Communications, LLC** as Principal, and **Star Insurance Company**, a **MI** 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.

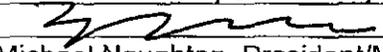
THE CONDITIONS OF THIS OBLIGATION ARE SUCH, That WHEREAS, the Principal has been or is about to be granted a license or permit to do business to operate as an ABC (Agent, Broker, or Consultant) under 220 ILCS 5/16-115C and is required to execute this bond under 83 Illinois Administrative Code Part 454.80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

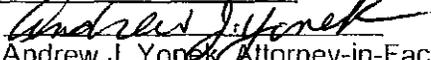
This bond may be terminated as to future acts of the Principal upon thirty (30) days written notice by the Surety; said notice to be sent to 527 East Capitol Avenue, Springfield, Illinois 62701, of the aforesaid State of Illinois, by certified mail.

Dated this 12th day of May, 2010

Integrity Communications, LLC
5711 Grant Avenue, Cleveland, OH 44105 Principal

By: 
Michael Naughton, President/Managing Member

Star Insurance Company Surety

By: 
Andrew J. Yonick, Attorney-in-Fact

Star Insurance Company

Administrative Office: 465 North Cleveland Avenue, Westerville, OH 43082

Certified Copy of GENERAL POWER OF ATTORNEY No. S1152

KNOW ALL MEN BY THESE PRESENTS, that Star Insurance Company, a Michigan corporation, does hereby nominate, constitute and appoint Andrew J. Yonek and Nichole A. Vanjo of Lyndhurst, Ohio

as its true and lawful attorney(s)-in-fact, to execute, attest, seal, and deliver, for and on its behalf, as Surety, and as its act and deed where required any and all bonds, undertakings, recognizance and written obligations in the nature hereof, provided, however, that no bond or undertaking or contract of suretyship executed under this authority shall exceed the amount of Two Million Dollars (\$2,000,000.00).

This Power of Attorney is granted and is signed and sealed by facsimile under and by the authority of the following Resolution(s) adopted by the Board of Directors of the Company on the 22nd day of June, 2006:

"RESOLVED that the Chairman of the Board, the President, or a Senior Vice President of the Company be, and that each or any of them is authorized to execute Powers of Attorney qualifying the attorney-in-fact named in the given Power of Attorney to execute on behalf of the Company bonds, undertakings, and all contracts of suretyship; and that an Assistant Vice President, a Secretary or an Assistant Secretary be, and that each or any of them hereby is, authorized to attest to the execution of any such Power of Attorney, and to attach thereto the seal of the Company.

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 signature or facsimile seal shall be valid and binding upon the Company when so affixed and in the future with respect to any bond, undertaking or contract of suretyship to which it is attached."

IN WITNESS WHEREOF, STAR INSURANCE COMPANY has caused its official seal to be hereunto affixed, and these presents to be signed by its President and attested by the Secretary this 1st day of April, 2010.

ATTEST:

Michael G. Costello, Secretary



Joseph E. Mattingly, President

STATE OF MICHIGAN)
COUNTY OF OAKLAND) ss:

On this 1st day of April, 2010, before me personally came Joseph E. Mattingly, to me known, who being by me duly sworn, did depose and say that he is the President of STAR INSURANCE COMPANY, the corporation described in and which executed the above instrument; that he knows the seal of the said corporation; that the seal affixed to the said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation and that he signed his name thereto by like order.



DEBORAH M. DUFFY
NOTARY PUBLIC / STATE OF MICHIGAN
COUNTY OF WAYNE
MY COMMISSION EXPIRES MAY 15, 2011
WORKING IN COUNTY OF OAKLAND

Deborah M. Duffy, Notary Public

CERTIFICATE

I, The Undersigned Secretary of STAR INSURANCE COMPANY, a Michigan corporation, DO HEREBY CERTIFY that the foregoing and attached Power of Attorney remains in full force and effect and has not been revoked; and furthermore that the Resolution of the Board of Directors, set forth in the said Power of Attorney, is now in force.

Signed, Sealed and Dated this 12th day of May, 2010



Michael G. Costello, Secretary