

OFFICIAL FILE
ILLINOIS COMMERCE COMMISSION

ORIGINAL
ILLINOIS COMMERCE COMMISSION

STATE OF ILLINOIS

2011 SEP 30 A 11: 26

ILLINOIS COMMERCE COMMISSION
CHIEF CLERK'S OFFICE

Verde Energy USA Illinois, LLC

Application for Certificate of
Service Authority under Section
16-115 of the Public Utilities Act.

Docket No. 11-0666

APPLICATION

Verde Energy USA Illinois, LLC ("Applicant"), hereby requests that the Illinois Commerce Commission ("Commission") grant it a certificate of service authority pursuant to Section 16-115 of the Public Utilities Act ("Act"). In support of its application, Applicant states as follows:

GENERAL [451.20, 451.30, 451.210, and 451.310]

1. Applicant's name and street address: [451.20(c)(1)]

Verde Energy USA Illinois, LLC
101 Merritt 7
Third Floor
Norwalk, CT 06851

2. Related Information:

- Type of business entity:
Limited liability company
- Jurisdiction in which and under whose laws business entity was created:
Delaware
- Other names under which Applicant does business (D/B/A):
Lowcostpower.com
- Federal Employer Identification Number: [451.20(c)(2)]
45-1003637
- Registered Agent in Illinois:
Illinois Corporation Service Company
801 Adlai Stevenson Drive
Springfield, Sangamon County, IL 62703

3. Contact Persons for the following:

- a) issues related to processing this application,

Thomas FitzGerald
President & Chief Executive Officer
101 Merritt 7
Third Floor
Norwalk, CT 06851
Telephone: 203-663-5701
Fax: 203-842-4201
Email: tfitzgerald@verdeenergyusa.com

Stephen Humes
Counsel to Verde Energy USA Illinois, LLC
Holland & Knight LLP
31 West 52nd Street
New York, NY 10019
Telephone: 212-513-3473
Fax: 212-341-7175
Email: steve.humes@hklaw.com

- b) issues related to retail customers, including complaint resolution, and

Anthony Menchaca
Chief Marketing Officer
101 Merritt 7
Third Floor
Norwalk, CT 06851
Telephone: 203-663-5702
Fax: 203-842-4201
Email: tmenchaca@verdeenergyusa.com

- c) technical issues, including scheduling of generation, transmission, and distribution, and issues arising from relationships with other providers of electric services.

Thomas FitzGerald
President & Chief Executive Officer
101 Merritt 7
Third Floor
Norwalk, CT 06851
Telephone: 203-663-5701
Fax: 203-842-4201
Email: tfitzgerald@verdeenergyusa.com

4. Applicant **agrees** to accept service by electronic means. [451.30(e)]
5. Applicant is licensed to do business in the State of Illinois, as demonstrated in **Attachment 1**. [451.20(d)(1)]
6. Applicant will publish notice of its application for certification in the Official State Newspaper within 10 days following its filing of the application for certification. The applicant will file proof of publication with the Clerk of the Commission within 5 days after publication. [451.30(a)]
7. Applicant's employees that will be installing, operating, and maintaining generation, transmission, or distribution facilities within the State of Illinois, as well as any entity with which the Applicant has contracted to perform those functions, have the requisite knowledge, skills, and competence to perform those functions in a safe and responsible manner in order to provide safe and reliable service in accordance with the criteria stated in Section 16-128(a) of the Act [220 ILCS 5/16-128(a)], as demonstrated in Attachment . [451.20(d)(2)] [If applicable]

Not Applicable. Section 451.20(d)(2) does not apply to Applicant. Applicant has not installed and has no intent to install, operate or maintain any generation, transmission or distribution facilities.

8. Description of Applicant, Verde Energy USA Illinois, LLC's business:

Applicant was organized as a limited liability company on January 18, 2011 in the state of Delaware. It is an affiliate of Verde Energy USA, Inc. ("Verde USA") a company with which it has entered into a services agreement (the "Services Agreement"). Verde USA provides competitive retail electricity services to customers in three states, Connecticut, New Jersey and Pennsylvania behind, six (6) electrical distribution companies. Applicant will market power as an alternative retail electric supplier in Illinois and Verde USA is obligated pursuant to the Services Agreement to provide support for certain responsibilities of Applicant pursuant to the Act and the applicable regulations.

Verde USA and Applicant are part of a group of companies wholly owned by Verde Energy USA Holdings, LLC ("Verde Holdings"). Verde USA provides similar services including energy procurement and customer service support to other Verde Holdings companies operating as electric service providers in other jurisdictions. Verde USA is obligated under the Services Agreement with Applicant to provide the support services as described in the Services Agreement annexed to this application as Attachment 2.

Verde USA is authorized and licensed to sell electricity in Connecticut pursuant to the Connecticut Public Utilities Regulatory Authority's Docket No. 09-06-08, in New Jersey pursuant to license EE10020145L issued by the New Jersey Board of Public Utilities and in Pennsylvania pursuant to application A-2010-2151038 approved by the Pennsylvania Public Utility Commission. Verde USA is also a Federal Energy Regulatory Commission authorized power marketer under Docket Numbers ER09-1423-001 and ER09-1423-002.

Applicant's services will include: supplying residential, small commercial and large commercial retail customers with their expected twelve month electric generation load requirements by purchasing energy and related services through Verde USA's wholesale generation suppliers and traders participating in the various wholesale markets.

Please see Attachment 2 - Services Agreement between Verde USA and Applicant. While neither Applicant nor its affiliates are members of the Midwest Independent Transmission System Operator, Inc. (MISO), Applicant and its affiliates are parties to agreements with Shell Energy North America (US), L.P. ("Shell Energy") pursuant to which Applicant will obtain wholesale energy supply, trading, scheduling coordination, and credit from Shell Energy. In addition, Shell Energy will provide support services to facilitate Applicant's ability to service customers in the MISO territory. Please see Attachment 3, which includes the supporting contracts demonstrating the relationship between Applicant, Verde USA and Shell Energy.

Applicant is not affiliated with an Illinois utility.

9. Geographic area in which Applicant seeks to be authorized to offer service:

Applicant is requesting an alternative retail electric supplier license to serve all residential, small commercial and large commercial customers in the State of Illinois, in the following electricity service areas: Ameren, ComEd, Electric Energy, MidAmerican Energy, and Mt. Carmel Public Utility Co. electricity service areas.

10. Identification of the Part 451 subpart (Subpart B, C, D, or E) under which the applicant is filing. Description of the characteristics of customer group(s) Applicant proposes to serve. [451.30(c)(2)]

**Applicant is filing under Part 451, Subpart D, Part 451.300 -
Applicability to Subpart D - to serve all retail customers in Illinois.**

11. Proof of notification to each utility of Applicant's intent to serve in the utility's service area is provided in Attachment 4. [451.30(c)(3)]

Proof of notification to each utility of Applicant's intent to serve in the utility's service area is provided in Attachment 4. [451.30(c)(3)]

Service List of Electric Utility Companies:

Ameren Illinois Company
Jackie K. Voiles
Illinois In-State Designated Agent
200 W. Washington St.
Springfield, IL 62701-1117

Commonwealth Edison Company
Thomas S. O'Neill
Illinois In-State Designated Agent
440 S. LaSalle St., Ste. 3300
Chicago, IL 60605

Electric Energy, Inc.
James M. Helm
Illinois - In-State Designated Agent
PO Box 165
Joppa, IL 62953

MidAmerican Energy Company
William Taylor
Illinois - Instate
716 17th St.
Moline, IL 61265

Mt. Carmel Public Utility Co.
Eric Bramlet
Illinois - In-State Designated Agent
Koger & Bramlet, P.C.
316 ½ Market St.
PO Box 278
Mt. Carmel, IL 62863

12. Applicant certifies that it:
- a) will comply with all applicable Federal, State, regional and industry rules, practices, policies, procedures and tariffs for the use, operation, maintenance, safety, integrity, and reliability of the interconnected electric transmission system; [451.20(a)]
 - b) will comply with informational and reporting requirements that the Commission may by rule establish; [451.20(b)]
 - c) complies with all other applicable laws and regulations and Commission rules and orders; [451.20(e)]
 - d) complies with all terms and conditions required by Sections 16-115A(a), (b), and (f), 16-119, 16-123, 16-125(b) and (c), 16-127, and 16-128(a) of

- the Act, to the extent those Sections have application to the services being offered by the alternative retail electric supplier; [451.30(d)(2)] and
- e) [for Subpart C and D applicants] complies with all terms and conditions required by Section 16-115A(c) of the Act. [451.210 and 451.310(a)]

See Affidavit attached as Attachment 5.

13. Applicant agrees to submit good faith schedules of transmission and energy in accordance with applicable tariffs. [451.20(a)]

Applicant agrees to submit good faith schedules of transmission and energy in accordance with applicable tariffs.

14. Applicant certifies that it will provide for review by Staff on a confidential and proprietary basis data related to contracts for the purchase and sale of electric power and energy; [451.20(b)]

Applicant certifies that it will provide for review by Staff on a confidential and proprietary basis data related to contracts for the purchase and sale of electric power and energy. See affidavit attached as Attachment 6.

15. Applicant certifies it will procure renewable energy resources as required by Section 16-115D and subsection (d) of Section 16-115 of the Act, or shall certify that Section 16-115D and subsection (d) of Section 16-115 of the Act do not apply to it pursuant to subsection (h) of Section 16-115D of the Act. [451.20(f)].

See Affidavit attached as Attachment 6.

16. Applicant certifies that it will source electricity from clean coal facilities, as required by Section 16-115(d)(5) of the Act. [451.20(g)]

See Affidavit attached as Attachment 6.

17. Applicant agrees to adopt and follow rules and procedures ensuring that authorizations received from customers, customer billing records, and requests for delivery service transmitted to utilities are retained for a period of not less than two calendar years after the calendar year in which they were created. [451.40(a)]

Applicant agrees to adopt and follow rules and procedures ensuring that authorizations received from customers, customer billing records, and requests for delivery service transmitted to utilities are retained for a period of not less than two calendar years after the calendar year in which they were created.

18. Applicant agrees to adopt and follow rules and procedures to preserve the confidentiality of its customer's data. [451.40(b)]

Applicant agrees to adopt and follow rules and procedures to preserve the confidentiality of its customers' data.

19. State whether Applicant currently has authority from the Commission to be an ARES, and if so, the Docket Number under which such authority was granted.

Applicant and its affiliates do not currently have authority from the Commission to be an ARES. Applicant is, however, reapplying to the Commission for Certificate of Service Authority following the Commission's approval of Applicant's motion to withdraw its previous ARES application under Docket No. 11-0510 and leave to resubmit an ARES application.

20. A statement to disclose whether it is licensed as an alternative retail electric supplier in any other jurisdictions, similar to the licensure required under Section 16-115 of the Illinois Public Utilities Act. Additionally, the Applicant is directed to disclose whether it has had any complaints filed against it for its provision of any services in the electric or gas industry in this or any other jurisdiction. If yes, the Applicant is directed to include in its response the nature of the complaint, the jurisdiction, and the ultimate resolution.

Applicant is not licensed in any other jurisdiction. Neither Applicant nor its affiliates have been denied an electric supplier license in any other state. Applicant has not had any complaints filed against it for the provision of any services in either the electric or gas industry in this or any other jurisdiction.

Verde USA, is authorized and licensed to sell electricity as a retail supplier in Connecticut pursuant to Docket No. 09-06-08 , in New Jersey pursuant to license EE10020145L and in Pennsylvania pursuant to application A-2010-2151038. These jurisdictions all have similar licensing requirements to the requirements under Section 16-115 of the Illinois Public Utilities Act.

Verde USA, has had no formal complaints filed against it with any regulatory body for the provision of any services in the electric or gas industry in this or any other jurisdiction, nor has Verde USA ever had any of its licenses suspended or revoked in this or any other jurisdiction.

While Verde USA has never had a formal inquiry filed with a regulatory body in any jurisdiction, it has received customer inquiries by telephone regarding the electric retail supplier services

it provides in the jurisdictions within which it operates. Attachment 7 annexed to this application provides an overview of Verde USA's customer inquiries and the reasons for the calls.

Applicant's affiliates are presently applying for various licenses in other jurisdictions and these include: in Pennsylvania, Verde Energy USA Pennsylvania, LLC is applying for the transfer of Verde USA's PA license, in New Jersey, Verde Energy USA New Jersey, LLC is applying for the renewal of Verde USA's license and Verde Energy USA Trading, LLC is applying to FERC for its own wholesale power marketer authorization.

See Statement annexed as Attachment 7.

LICENSE OR PERMIT BOND [451.50]

21. Applicant is required to execute and maintain a copy of the 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 the amount specified in Part 451.50(a) for the appropriate group of customers the Applicant seeks certification to serve. [Attach a copy of the license or permit bond required by Part 451.50(a) and proof that the surety meets the definition of "qualifying surety" as set forth in Part 451.10.]

Aegis Security Insurance Company is registered to do business in Illinois and is a qualifying surety listed on the Department of the Treasury's List of Approved Sureties. See Bond attached as Attachment 8.

FINANCIAL QUALIFICATIONS [Clearly state 451.110, 451.220, or 451.320—Not applicable to Subpart E Applicants]

22. Applicant meets one of the six financial criteria set forth in Part 451.320(a)(2) as demonstrated in Attachment 3.

Applicant will meet the financial criteria pursuant to Section 451.320(a)(2) of the Administrative Code - Financial Qualifications under Subpart D as demonstrated in Attachments 2 and 3.

Responsive to 451.320(a)(2):

Applicant meets the financial criteria set out under Section 451.320(a)(2) in order to qualify as an ARES because its affiliate company, Verde USA, with which Applicant has entered into the Services Agreement (Attachment 2), maintains one or more lines of

credit with an unaffiliated wholesale supplier, Shell Energy, for electric energy for delivery to the service territories of the utilities for which Applicant is seeking a certificate.

The amount of credit available to Applicant under Verde USA's agreements with Shell Energy is \$1,000,000 for use in Illinois. Applicant's \$1,000,000 line of credit is reflected in the attached contracts, annexed to this application as Attachment 3. The line of credit arrangements are reflected in Verde USA's revolving credit facility from Shell Energy as evidenced in Schedule 1 of the Loan Agreement between Shell Energy and Verde USA and its collateral credit facility outlined in Schedule 2 of the Loan Agreement between Shell Energy and Verde USA. Applicant is also listed as a borrower entity to these lines of credit facilities.

Additionally, in its Services Agreement with Applicant, Verde USA has irrevocably committed to making at least \$1,000,000 available to Applicant for use in Illinois. Please see the Services Agreement in Attachment 2 at Section 2.2 (a) - *Energy Procurement* and Section 2.3 (e) - *Financial Assurance*.

Verde USA's certified financial statements and accountant's report (that certifies that Verde USA's financial statements for the fiscal year ending December 31, 2010 are free of material misstatement) are also included in Attachment 3.

Please see the following documents supporting the financial ability of Applicant:

- Services agreement between Applicant and Verde USA - Attachment 2.
- Verde USA and Applicant's contracts with Shell reflecting \$1,000,000 line of credit and global asset management agreement and Verde USA financial statements for the fiscal year ending December 31, 2010 - Attachment 3.

23. Applicant **will not** provide electric power and energy with property, plant and equipment that it owns, controls, or operates. If Applicant will provide electric power and energy with property, plant and equipment that it owns, controls, or operates, Applicant shall verify that it meets the requirements of Part 451.110(b), 451.220(c), or 451.320(c) for commercial general liability insurance. Attachment ___ shows that the commercial general liability insurance coverage is in the amount of \$___ and shall remain in effect for a period of not less than one year.

Attachment ___ shows that the insurers have Best's ratings of A- or better and Best's financial sizes of VII or larger.

Applicant will not provide electric power and energy with property, plant and equipment that it owns, controls, or operates.

TECHNICAL QUALIFICATIONS [Clearly state 451.120, 451.230, 451.330, or 451.420]

24. Applicant **will not** use electric generation, transmission or distribution facilities that it owns, controls or operates in serving customers. Applicant meets the requirements of Part 451.330 as demonstrated in **Attachment 9**.

Applicant will not use electric generation, transmission or distribution facilities that it owns, controls or operates in serving customers. Applicant satisfies the technical qualifications contained in Part 451.330. Applicant meets the requirements of Part 451.330 as demonstrated in Attachment 9.

1. ***Agreements with Shell Energy North American (US), L.P. ("Shell Energy")***

Applicant and its affiliates have entered into a suite of agreements with Shell Energy, including a global asset management agreement, EEI Master Power Purchase and Sale Agreement, and scheduling coordinator service agreement with Shell Energy. See Attachment 3. Pursuant to the Shell Agreements, Shell Energy will schedule and coordinate wholesale deliveries with the PJM and MISO RTOs pursuant to a loan agreement and provide all requisite financial assurances and payments for wholesale energy supply for Applicant and its affiliates pursuant to a loan agreement.

Shell Energy has been a wholesale power marketer since 1995. Today it is one of the five largest power marketers in the United States and is an active participant in regional power markets across North America. In addition to its large trading business, Shell Energy is the primary power supplier to a number of utilities, competitive retailers and large end-users and provides scheduling services for other customers, including generators. In order to support this business, Shell Energy has 24 hour power trading and scheduling desks in three locations and also maintains a back-up contingency site.

Jennifer Hartnett who is a real time trading manager at Shell Energy will be working with Verde USA. She supervises and manages the power schedulers and real time traders covering the Northeast markets. Ms. Hartnett has over thirteen years of experience in the wholesale markets at various companies, including scheduling and/or trading short term power in PJM, NYISO, ISONE, IESO, and MISO. Ms. Hartnett meets the requirements under Part 451.330(b).

Guy Feemster who is in a senior sales representative at Shell will also be working with Verde USA. He has fourteen years experience in wholesale energy markets at Shell Energy. Mr. Feemster initiates and maintains long term business relationships with retail energy companies structuring specialized supply/credit facilities. Mr. Feemster has scheduled and traded wholesale energy across North America's power grid. His previous experience includes: economic dispatch of generation assets, trading term and short term power in ERCOT, SPP, SERC, MAIN, MAPP, ECAR, and PJM.

Shell 24 Hour Operations
(Houston, Texas)
Phone: 1-800-267-2562
Fax: 713.7675415

Shell 24 Hour Operations
(San Diego, California)
Phone: 1-858-320-1500
Fax: 858-320-1550

Verde Energy USA
Illinois, LLC
Thomas FitzGerald
Phone: 203-663-5701
Fax:203-842-4201

Verde USA has entered into wholesale supply arrangements with Shell and is required pursuant to the Services Agreement between Verde USA and Applicant, to provide these services to Applicant. Please see Attachment 2.

2. *Verde USA Services Agreement with GP Renewables & Trading*

Verde USA has a services agreement with GP Renewables & Trading which is a multifaceted energy and renewable energy services company that provides Verde USA with electric energy procurement support and assists the company in supervising and managing short and long term wholesale procurement and supply obligations. See the contract between Verde USA and GP Renewables & Trading annexed as Attachment 10.

Verde USA has retained Gabriel Phillips, the owner and chief executive officer of GP Renewables & Trading, who worked for five years at the premier energy trading firm Sempra Energy Trading. His experience at Sempra was diverse, consisting of trading a portfolio of financial and physical power and natural gas positions spanning every ISO territory. He analyzed customer deals, managed basis risk to 75 different locations using over the counter basis markets and Financial Transmission Rights (FTR) markets to hedge this exposure. In addition he managed financial tolling deals for two power plants totaling 600 MWs. Operationally, he also managed the financial impact of a variety of physical and financial direct customers and cleared speculative positions in various regions. He negotiated transactions to reduce ancillary services costs generated by carrying large physical positions as well as to reduce Original Margin requirements with various exchanges and counterparties including NYMEX and ICE.

3. *Verde USA Services Agreement with EC Infosystems*

Verde USA has a services agreement with EC Infosystems, a billing and electronic data interchange ("EDI") services company located in Garden City, New York, to manage all wholesale business systems processes. See the contract between Verde USA and EC Infosystems annexed as Attachment 11. EC is an experienced and reputable EDI and outsourcing billing services company having over 300 commercial clients across the United States, Canada, Mexico and Europe. Verde USA has arranged for EC Infosystems to provide outsourced EDI transaction management services to all of the Verde USA affiliates including Applicant, through its EC-Central (online portal for Transaction Entry), True Track (Free Tracking Portal) and Utilibill technology solutions. Among other services, EC provides "back office" support for account assignments, payments, customer enrollments, tracking current and historical usage and remittance advice.

Mohan Wanchoo, the President of EC Infosystems, works with Verde USA and his expertise in Information Systems spans over 30 years with 15 years working specifically within the energy industry including deregulated retail markets, wholesale markets and ISOs. He has a grass root understanding of deregulated and regulated utilities, energy cooperatives and municipal utility districts. His keen understanding about energy marketers, aggregators and service

providers has catapulted EC Infosystems into a market leader position in the energy service provider industry.

MANAGERIAL QUALIFICATIONS [Clearly state 451.130 and 451.140, 451.240 and 451.250, 451.340 and 451.350, or 451.430]

25. Applicant meets the managerial qualifications set forth in Part 451.340 as demonstrated in Attachment 12. Attachment 12 includes an exhibit containing a corporate organizational chart and identifying the persons or agents who are being used to meet each of the requirements of Part 451.340(b).

Applicant meets the managerial qualifications set forth in Part 451.340 and Part 451.350, as demonstrated in Attachment 12. Attachment 12 includes a corporate organizational chart and describes the structure of the organization and how it meets each of the requirements of Part 451.340 (b).

26. Applicant is relying on one or more agents or contractors to meet the technical and managerial requirements of Part 451.330 and 451.340. Each agent and contractor on whom the Applicant relies to meet these requirements is disclosed on **Attachment 13**. Applicant certifies that each such agent or contractor will comply with all the sections of Part 451 that are applicable to the functions to be performed by the respective agent or contractor. 451.350(b).

Applicant is relying on one or more agents or contractors to meet the technical and managerial requirements of Parts 451.330 and 451.340. Each agent and contractor on whom the Applicant relies to meet these requirements is disclosed in Attachment 13. Applicant certifies that each such agent or contractor will comply with all the sections of Part 451 that are applicable to the functions to be performed by the respective agent or contractor.

FINANCIAL QUALIFICATIONS FOR SINGLE BILLING SERVICE [451.510]

27. Applicant **does not intend** to provide single billing services.

Applicant does not intend to provide single billing services.

GENERAL PROVISIONS FOR APPLICANTS FILING UNDER SUBPART D [451.310]

28. Applicant certifies that its marketing materials which make statements concerning prices, terms and conditions of service contain information that adequately discloses the prices, terms and conditions of the products or services that the Applicant is offering or selling to the customer. [451.310(c)(1)]

See Affidavit attached as Attachment 14.

29. Applicant certifies that before any customer is switched from another supplier, Applicant will give the customer written information that adequately discloses, in plain language, the prices, terms and conditions of the products and services being offered and sold to the customer. [451.310(c)(2)]

See Affidavit attached as Attachment 14.

30. Applicant certifies it will provide documentation to the Commission and to customers that substantiates any claims made by the Applicant regarding the technologies and fuel types used to generate the electricity offered or sold to customers. [451.310(c)(3)]

See Affidavit attached as Attachment 14.

31. Applicant certifies it will provide to the customer itemized billing statements that describe the products and services provided to the customer and their prices, and provide an additional statement, at least annually, that adequately discloses the average monthly prices, and the terms and conditions, of the products and services sold to the customer. [451.310(c)(4)]

See Affidavit attached as Attachment 14.

32. Applicant certifies it will include materials comprising the consumer education program (pursuant to Section 16-117 of the Act [220 ILCS 5/16-117]) with all initial mailings to potential residential and small commercial retail customers and before executing any agreements or contracts with such customers, and that Applicant will provide these materials at no charge to residential and small commercial retail customers upon request. [451.310(d) and 451.310(e)]

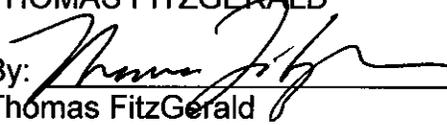
See Affidavit attached as Attachment 14.

33. Applicant certifies it will provide to residential and small commercial retail customers on a semiannual basis information on how to obtain a list of alternative retail electric suppliers that have been found in the last 3 years by the Commission (pursuant to Section 10-108 of the Act [220 ILCS 5/10-108]) to have failed to provide service in accordance with the terms of their contracts (pursuant to Section 16-117(g)(4)(C) of the Act). [451.310(f)]

See Affidavit attached as Attachment 14.

WHEREFORE, Applicant requests that the Commission grant its application for service authority to serve all retail customers in Illinois.

THOMAS FITZGERALD

By: 

Thomas FitzGerald

President and Chief Executive Officer
Verde Energy USA Illinois, LLC

Stephen J. Humes
Counsel to Verde Energy USA Illinois, LLC
Holland & Knight LLP
31 West 52nd Street
New York, NY 10019
Telephone: 212-513-3473
Fax: 212-341-7175
Email: steve.humes@hklaw.com

VERIFICATION

STATE OF CONNECTICUT
COUNTY OF Fairfield

) ss: NORWALK

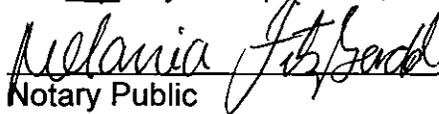
Thomas FitzGerald, being first duly sworn, deposes and says that he is the President and Chief Executive Officer of Verde Energy USA Illinois, LLC; that he has read the foregoing Application of Verde Energy USA Illinois, LLC, and all of the attachments accompanying and referred to within the Application; and that the statements contained in the Application and the attachments are true, correct and complete to the best of his knowledge, information and belief.



Thomas FitzGerald

Subscribed and sworn to before me

this 14 day of September, 2011.



Notary Public

[Stamp of Notary]

List of Attachments

Question	Attachment Number	Description
5	1	Demonstration of Applicant's ability to do business in Illinois
8;9;22	2	Services Agreement between Applicant and affiliate, Verde Energy USA, Inc.
8;22;24	3	Financial qualifications - supporting contracts (filed confidentially) including: <ul style="list-style-type: none"> • Tables Demonstrating Verde Energy USA Illinois, LLC and Verde Energy USA, Inc.'s Contractual Relationships Indicating Relevant Sections of the Contracts • Global Agreement between Shell Energy and Verde Energy Parties • Loan Agreement between Shell Energy and Verde Energy Parties • Master Power Purchase and Sale Agreement between Shell Energy and Verde Energy USA, Inc. • Scheduling Coordinator Agreement (PJM Interconnection, LLC)
11	4	Proof of Notification to the utilities.
12	5	Affidavit certifying applicable provisions.
15;16	6	Affidavit certifying applicable provisions.
20	7	Affidavit certifying applicable

Form for ARES Applicants

		provisions and outline of customer inquiries in other jurisdictions
21	8	Bond
24	9	Technical Qualifications
24	10	GP Renewables Contract
24	11	EC Infosystems Contract (including Verde Energy USA Savings, Inc. - Certificate of Amendment)
25	12	Managerial Qualifications
26	13	Qualifications of Contractors and supporting Affidavit
28;29;30;31;32;33	14	Affidavit certifying applicable provisions

List of Attachments

Question	Attachment Number	Description
5	1	Demonstration of Applicant's ability to do business in Illinois
8;9;22	2	Services Agreement between Applicant and affiliate, Verde Energy USA, Inc.
8;22;24	3	Financial qualifications - supporting contracts (filed confidentially) including: <ul style="list-style-type: none"> • Tables Demonstrating Verde Energy USA Illinois, LLC and Verde Energy USA, Inc.'s Contractual Relationships Indicating Relevant Sections of the Contracts • Global Agreement between Shell Energy and Verde Energy Parties • Loan Agreement between Shell Energy and Verde Energy Parties • Master Power Purchase and Sale Agreement between Shell Energy and Verde Energy USA, Inc. • Scheduling Coordinator Agreement (PJM Interconnection, LLC)
11	4	Proof of Notification to the utilities.
12	5	Affidavit certifying applicable provisions.
15;16	6	Affidavit certifying applicable provisions.

Form for ARES Applicants

20	7	Affidavit certifying applicable provisions and outline of customer inquiries in other jurisdictions
21	8	Bond
24	9	Technical Qualifications
24	10	GP Renewables Contract
24	11	EC Infosystems Contract (including Verde Energy USA Savings, Inc. - Certificate of Amendment)
25	12	Managerial Qualifications
26	13	Qualifications of Contractors and supporting Affidavit
28;29;30;31;32;33	14	Affidavit certifying applicable provisions