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ILLINOIS COMMERCE COMMISSION

STATE OF ILLINOIS

ORIGINAL

ILLINOIS COMMERCE COMMISSION

TopSource LLC

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

Docket No.

12-0237

APPLICATION

TopSource LLC ("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.

TopSource LLC
350 Granite Street
Braintree, Ma 02184

2. Related Information:

- Type of business entity: LLC
- Jurisdiction in which and under whose laws business entity was created:
Delaware
- Other names under which Applicant does business (D/B/A):
TopSource LLC
TopSource1 (North Carolina Only)

3. Contact Persons for the following:

a) issues related to processing this application –
Jim Titus, Senior Sourcing Manager
350 Granite Street
Braintree, MA 02359
781-926-6068

b) issues related to complaint resolution –
Jim Titus, Senior Sourcing Manager
350 Granite Street
Braintree, MA 02359
781-926-6068

CHIEF CLERK'S OFFICE

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ILLINOIS COMMERCE
COMMISSION

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)]

TopSource LLC provides procurement, quality assurance, packaging and other services exclusively for its Members-Owners, which include supermarket retailers, food wholesalers and foodservice companies.

TopSource LLC is a wholly owned subsidiary of Topco Associates LLC, the largest cooperative buying organization in retail food. TopSource is a strategic sourcing company that offers its members significant savings on more than 500 products and services in several business areas. By applying a structured sourcing process and through spend aggregation, TopSource assists over fifty premier grocery, retail and wholesale companies realize significant savings in areas of Not-For-Resale (NFR), often called indirect spend.

5. A statement in support of application (including supporting documents and schedules if necessary) certifying the applicant meets the requirements of Section 16-115C of the Act. [454.40(d)(1)]

TopSource's team of sourcing and business professionals has extensive supply chain and retail management experience. The team is dedicated to helping retail and wholesale companies achieve dramatic savings in NFR spend. We are dedicated to leading initiatives with our members to meet their sourcing needs across 12 specific categories of products and services:

- Equipment
- Construction
- Fuel
- Health Benefits
- Hired Services
- Human Resources
- IT/Telecom
- Logistics & Distribution
- Marketing
- Office Products & Services
- Packaging & Consumables
- Travel
- Utilities (Electricity and Natural Gas)

Sourcing teams are structured around these twelve NFR categories, and bring extensive knowledge of the supply base, cost drivers and trends within each market. The program management team works closely with members to develop custom category-specific strategies. All work collaboratively to assure members increased profitability and a competitive business advantage.

TopSource Team Credentials:

- Executive team with an average 15 years' experience
- Associates with strong sourcing and supply chain expertise
- Extensive knowledge of direct/indirect products & services
- Individuals with deep market and commodity knowledge
- Experts in retail, wholesale and food related businesses

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)]

CT Corporation
208 S Lasalle St. 814
Chicago, IL 60604-1101
312-345-4324
312-263-0124
CLS-ChicagoTeam2@wolterskluwer.com

7. A statement to disclose whether the Applicant is licensed as an agent, broker or consultant in any other jurisdictions, similar to the licensure required under Section 16-115C 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.

Topco Associates LLC (d/b/a TopSource) has obtained a license to offer, render, furnish or supply electricity or electric generation services to large commercial customers in the Commonwealth of Pennsylvania. See Exhibit 4.

8. 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]

- 9. 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]

- 10. 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).

FINANCIAL LICENSING REQUIREMENTS [SECTION 454.80]

- 11. 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.

See Exhibit 3. TopSource has contacted a qualifying surety company, RLI Surety to issue a permit bond in the State of Illinois in the amount of \$5,000.

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

CODE OF CONDUCT [SECTION 454.90]

12. Applicant certifies that it shall:

- a) Disclose in plain language in writing the nature of the services offered by TopSource LLC;
- 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;
- 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]

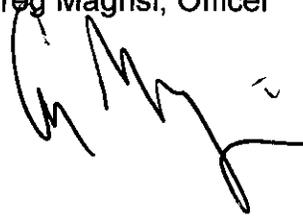
13. Applicant agrees to submit reports in accordance with annual reporting requirements. [454.110]

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,

TopSource LLC

By: Greg Magrisi, Officer

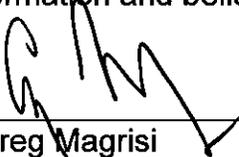
A handwritten signature in black ink, appearing to read "Greg Magrisi", is written over the typed name. The signature is stylized and cursive.

Steven Ducommun
K&L Gates
70 West Madison St.
Chicago, IL 60602
312-807-4336

VERIFICATION

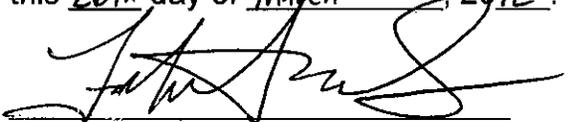
STATE OF MASSACHUSETTS
COUNTY OF NORFOLK

Greg Magrisi, being first duly sworn, deposes and says that he is an officer of TopSource LLC and that he has read the foregoing Application of TopSource 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.



Greg Magrisi

Subscribed and sworn to before me
this 26th day of March, 2012.



Notary Public Fortunato Mendes III

My Commission Expires March 15, 2013