

**STATE OF ILLINOIS  
ILLINOIS COMMERCE COMMISSION**

Best Energy, LLC )  
Application for Licensure of Agents, )  
Brokers, and Consultants under Section 16- )  
115 of the Public Utilities Act )

Docket No. 12-\_\_\_\_\_

**APPLICATION**

Best Energy, 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.

Best Energy, LLC  
233 S. Wacker Drive, 84th Floor  
Chicago, IL 60606

2. Related Information:

- a) Type of business entity: LLC
- b) Jurisdiction in which and under whose laws business entity was created: Delaware
- c) Other names under which Applicant does business (D/B/A): PowerSwitch, LLC (Texas & New York)

3. Contact Persons for the following:

- a) issues related to processing this application

Trevor D. Stiles  
Foley & Lardner LLP  
777 East Wisconsin Avenue  
Milwaukee, WI 53202  
Phone: (414) 319-7346  
Facsimile: (414) 297-4900  
E-mail: tstiles@foley.com

- b) issues related to complaint resolution [454.130]

Tyrone Ball, COO  
233 S. Wacker Drive, 84th Floor  
Chicago, IL 60606

Phone: (855) 760-2378  
Facsimile: (855) 760-2378  
info@bestenergy.com

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

Applicant's description of business and services offered is provided in **Attachment A**. Applicant plans to serve Commercial, Industrial, and Governmental customers. Applicant will only provide aggregator, broker, and/or consulting services and therefore, does not take title or ownership to any energy purchased by our clients.

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)]

Applicant is engaged in the procurement of retail electricity for third parties. Applicant is not affiliated with any utility, municipal power supplier, or any employee or contractor of the state of Illinois. Applicant does not act exclusively on behalf of a retail electric provider, instead working with multiple retail electric providers to deliver the best alternative solution for the retail clients it serves. Applicant has reviewed and will comply with Section 16-115C of the Act, including the continuing compliance requirements and annual reports.

Applicant's financial ability to be a licensed aggregator, broker, and/or consultant, is provided as **Attachment B**, a Statement of Assets, Liabilities and Stockholder's Equity, along with a Statement of Revenues and Expenses.

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)]

F&L Corporation  
321 N. Clark Street, Suite 2800  
Chicago, IL 60654  
Phone: (312) 832-4500  
Facsimile: (312) 832-4700

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.

Form for ABC Applicants

Applicant is not currently licensed as an agent, broker, or consultant in any other jurisdiction. Applicant is in the process of obtaining such licenses in Ohio, Oregon, Pennsylvania, and Texas.

There have been no complaints filed against Applicant for its provision of any services in the electric or gas industry in this or any other jurisdiction.

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 C**. **Attachment C-1** 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 C-2** includes an exhibit containing occupational background information on the persons who are being used to meet the requirements of Part 454.60(a).

**TECHNICAL LICENSING QUALIFICATIONS [SECTION 454.70]**

10. Applicant meets the technical qualifications set forth in Part 454.70, as demonstrated in **Attachment D**. **Attachment D** 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.

Applicant has provided the required \$5,000 bond in **Attachment E**.

**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 Best Energy, LLC;
  - b) Prior to the customer signing a contract, disclose that they are not employed by the electric utility operating in the applicable service territory;
  - c) Disclose in plain language in writing to all persons it solicits the total price per kilowatt-hour, and the total anticipated cost, inclusive of all fees or commissions received by the licensee, to be paid by the customer over the period of the proposed underlying customer contract. In the event a person or entity required to be licensed pursuant to this Part uses an electric supply usage estimate for a particular customer, the person or entity required to be licensed pursuant to this Part must use the same electric supply usage estimate for all service offers it presents to that particular customer;
  - d) Any disclosure required by subsection (c) must be made prior to entering into the contract and signed by the customer;
  - e) Disclose if applicable, to all customers, prior to the customer signing a contract the fact that they will be receiving compensation from the supplier;
  - f) 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 Section 16-115C of the Act has no contractual relationship with any RES or its affiliates regarding retail electric service in Illinois;
  - g) Not utilize false, misleading, materially inaccurate, defamatory or otherwise deceptive language or materials in the soliciting or providing of its services;
  - h) Maintain copies of all marketing materials disseminated to third parties for a period of not less than three years;
  - i) Maintain copies of all disclosure statements required in subsections (a) and (b) for a period of not less than three years;
  - j) 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
  - k) 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,

BEST ENERGY, LLC

By:   
Dale Thomas, CEO  
233 S. Wacker Drive, 84th Floor  
Chicago, IL 60606  
Phone: (888) 740-2378  
Facsimile: (888) 740-2378  
dale@bestenergy.com

Lisa M. Conmy  
Trevor D. Stiles  
Foley & Lardner LLP  
777 East Wisconsin Avenue  
Milwaukee, WI 53202  
Phone: (414) 319-7346  
Facsimile: (414) 297-4900  
E-mail: tstyles@foley.com

Theodore T. Eidukas  
Foley & Lardner LLP  
321 North Clark Street  
Chicago, IL 60654  
Phone: (312) 832-4913  
Facsimile: (312) 932-4700  
E-mail: teidukas@gmail.com



# **Attachment A**

(Description of Business and Services Offered)

**Attachment A**



**Overview**

- Established in July 2011, Best Energy, LLC is prepared to provide retail electricity and or natural gas brokerage and consulting services in many the deregulated markets in the United States with headquarters in Chicago, IL.
- An energy broker is a company that assists home owners and businesses in the buying of their energy from the various energy suppliers with the intent of saving money on their energy costs.
- Best Energy is an energy broker. We will provide customers with the information they need to make intelligent and informed energy decisions. We inform consumers about the various options they have regarding their energy supply, help them to decide on a program that will best fit their energy needs and then enroll them.

**Commitment**

- Best Energy, LLC is committed to provide competitive, transparent, timely, and unbiased energy alternatives in the markets and to the customers we have the opportunity to do business with. We are committed to social responsibility and dedicated to serving retail and commercial clients at large, as well as placing an emphasis on providing services for non-for profit organizations and charitable organizations.

**Capabilities & Experience**

- Best Energy is guided by seasoned professionals that are committed to exceptional customer service and integrity in the marketplace. Their backgrounds in various fields; energy, retail, banking, finance and insurance, provide a firm platform for guidance and growth of the company.

**Our Clients**

- We seek to provide services in three key markets:
  - Industrial
  - Commercial
  - Residential

**Professionals**

- Dale Thomas, CEO
- Ty Ball, COO
- Brian Cecola, Director of Sales
- Dr. Hamed Alibabai, Technical Research and Development

**Attachment A (Cont.)**

**Offices**

- 233 S. Wacker Drive 84<sup>th</sup> Floor, Chicago, IL 60606 (Headquarters)
- Tel. & Fax: 1-888-740-BEST (2378)
- Email: info@BestEnergy.com
- www.BestEnergy.com

**ENERGY CONSULTING SERVICES OFFERED**

Strategic Energy Analysis

- Regulatory Intelligence & Analysis
- Bill Auditing – examination of existing supplier contract/s
- Tariff Analysis
- Load Analysis
- Market/Price Supply & Demand Trends
- Emerging Technologies & Strategies

Technical Consulting Services

- Analysis of Vendor Proposals/Quotes
- Risk Management Strategies
- Facility Performance Audits and Analysis
- RFP Document Review

Energy Procurement Services

- Competitive Energy Procurements offered through Suppliers
  - ❖ Electricity
  - ❖ Natural Gas

# **Attachment B**

(Financial Statements)

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Accrual Basis

**BEST ENERGY LLC**  
**Balance Sheet**  
As of March 31, 2012

	<u>Mar 31, 12</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
Cash in Checking	307,949.93
Cash in Saving	245,118.75
<b>Total Checking/Savings</b>	<u>553,068.68</u>
<b>Total Current Assets</b>	553,068.68
<b>Fixed Assets</b>	
Accumulated Depreciation	-124.00
Computer Equipment	6,808.63
Web Domains	105,693.76
<b>Total Fixed Assets</b>	<u>112,378.39</u>
<b>Other Assets</b>	
Deposits Temp Space	498.00
<b>Total Other Assets</b>	<u>498.00</u>
<b>TOTAL ASSETS</b>	<b><u>665,945.07</u></b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Equity</b>	
<b>Member Dale Thomas Equity</b>	
Dale Thomas 132 Rm units	0.01
<b>Total Member Dale Thomas Equity</b>	0.01
<b>Member Dash Holdings LLC Equity</b>	
Dash Hldg Units - 1543 Series A	0.01
<b>Total Member Dash Holdings LLC Equity</b>	0.01
<b>Member Equity Tyrone Ball</b>	
Tyrone Ball 132 Rm units	0.01
<b>Total Member Equity Tyrone Ball</b>	0.01
<b>Member Hennepin Ventures Equity</b>	
Hennepin Units - 800 Series A	0.01
Member Hennepin Ventures Equity - Other	800,000.00
<b>Total Member Hennepin Ventures Equity</b>	800,000.01
<b>Net Income</b>	-134,054.97
<b>Total Equity</b>	<u>665,945.07</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b><u>665,945.07</u></b>

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04/20/12  
Accrual Basis

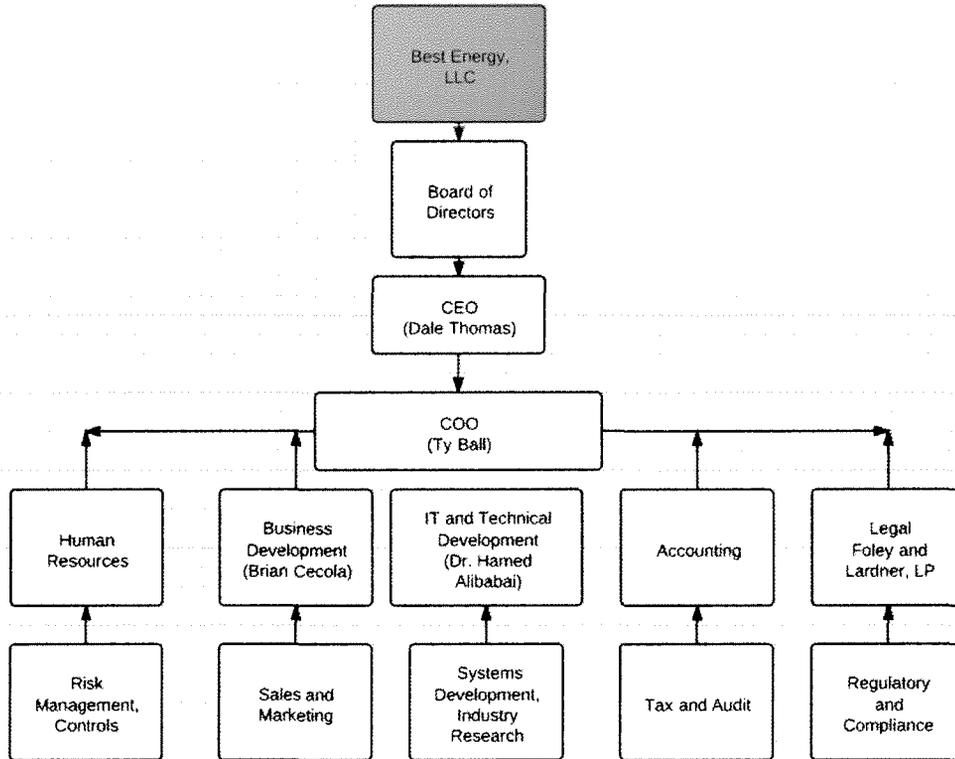
**BEST ENERGY LLC**  
**Profit & Loss**  
January through March 2012

	<u>Jan - Mar 12</u>
<b>Ordinary Income/Expense</b>	
<b>Expense</b>	
Advertising and Promotion	3,000.00
Bank Service Charges	47.37
Depreciation Expense	124.00
Dues & Subscription	59.00
Insurance Life	100.00
Insurance Expense Business	358.06
Insurance Expense Health & Dent	5,668.99
Internet Expenses	25.00
Meals and Entertainment	1,321.27
Office Supplies	392.16
Other Expenses	0.04
Payroll Service Fees	516.10
Payroll Taxes	5,967.85
Postage	110.89
Professional Fees	
Accounting Fees	500.00
HR Services	5,000.00
Legal Fees	32,874.50
<b>Total Professional Fees</b>	<u>38,374.50</u>
Rent Expense Monadnock	1,500.00
Rent Expense Sears Tower	845.50
Salaries Executives	62,307.78
Salaries IT Consulting Services	750.00
Start Up Costs	7,870.60
Telephone Expense	513.51
Travel - Local	637.42
Travel Expense	3,665.53
Unallocated Expenses	0.00
<b>Total Expense</b>	<u>134,155.57</u>
<b>Net Ordinary Income</b>	-134,155.57
<b>Other Income/Expense</b>	
Other Income	
Interest Income	100.60
<b>Total Other Income</b>	<u>100.60</u>
<b>Net Other Income</b>	<u>100.60</u>
<b>Net Income</b>	<u><u>-134,054.97</u></u>

## **Attachment C**

to meet 454.60(a) Managerial Licensing Requirements  
C1 – Corporate Organizational Chart  
C2 – Occupational Background information of Key Personnel

**Attachment C-1**



**Attachment C-2**

**Dale Thomas, CEO**

Mr. Thomas is co-founder and CEO of Best Energy, LLC. Mr. Thomas has spent the past 19 years in personal and business finance advisory management roles. Most recently, he served as a Director and Private Banker in the Institutional Client Group at Citi Private Bank. At Citi he served as an advisor to ultra high net worth clients providing financial banking expertise in the areas of Commercial Real Estate, Private Equity, Capital Markets, and both traditional and alternative investments. He holds a Series 7, 66, 63 and 31 license and has training and experience with managed futures, commodity limited partnerships and commodity pools. Mr. Thomas understands specific curve variations correlations and market cycles of various commodities and has advised individuals and institutions, including some of the largest hedge funds in the world on placing and hedging commodity positions, (which includes energy). He also has experience in advising on swaps, structured notes and others instruments used to hedge complex direct or indexed positions in the commodities markets. Prior to Citibank, Mr. Thomas was a Vice President in at AllianceBernstein in their Private Client Group. His primary role was advising high net worth clients on asset allocation and protective investment strategies. Specific areas of expertise were in providing guidance around estate planning considerations involving assets held in the capital markets, commercial real estate holdings and in the sale of closely held businesses as well as helping clients consider the complex tax implications of each. Prior to Bernstein, Mr. Thomas held advisory and senior management roles at National Financial Partners, Enterprise Rent-A-Car and Sun America Securities. Mr. Thomas holds a BA from the University of Southern California. He serves on several non-for-profit boards and is a member of the Chicago Crime Commission. Mr. Thomas is a supporter of The Better Boys Foundation, The Red Cross and The United Way.

**Ty Ball, COO**

Mr. Ball is co-founder and COO of Best Energy, LLC. Mr. Ball's background from 1999 –2010 was trading and consulting in the Equities, Commodities (including Energy), and Currencies markets. As Founder & Managing Principal of The Gordius Group, Inc. he led multiple consulting projects, both in the US and abroad. Overseas, he oversaw a division of 120 Traders, where he was responsible for training, managing, and assisting in guiding overall firm strategy (600+ employees). In 2010, The Gordius Group co founded two educational trading firms; TheEquitiesRoom.com and TheFuturesRoom.com, which specialize in the online training of Equities and Commodities Traders. From 1995-1999 Mr. Ball was a leader working with The Northwestern Mutual, a Fortune 100 Company. Mr. Ball has a strong foundation in the capital markets, finance, sales and management. Mr. Ball holds a BS and MBA from Southern Illinois University.

## **Attachment D**

to meet 454.70(a) Technical Licensing Requirements  
Occupational Background information of Key Personnel

## **Attachment D**

### **Dale Thomas, CEO**

Mr. Thomas is co-founder and CEO of Best Energy, LLC. Mr. Thomas has spent the past 19 years in personal and business finance advisory management roles. Most recently, he served as a Director and Private Banker in the Institutional Client Group at Citi Private Bank. At Citi he served as an advisor to ultra high net worth clients providing financial banking expertise in the areas of Commercial Real Estate, Private Equity, Capital Markets, and both traditional and alternative investments. He holds a Series 7, 66, 63 and 31 license and has training and experience with managed futures, commodity limited partnerships and commodity pools. Mr. Thomas understands specific curve variations correlations and market cycles of various commodities and has advised individuals and institutions, including some of the largest hedge funds in the world on placing and hedging commodity positions, (which includes energy). He also has experience in advising on swaps, structured notes and others instruments used to hedge complex direct or indexed positions in the commodities markets. Prior to Citibank, Mr. Thomas was a Vice President in at AllianceBernstein in their Private Client Group. His primary role was advising high net worth clients on asset allocation and protective investment strategies. Specific areas of expertise were in providing guidance around estate planning considerations involving assets held in the capital markets, commercial real estate holdings and in the sale of closely held businesses as well as helping clients consider the complex tax implications of each. Prior to Bernstein, Mr. Thomas held advisory and senior management roles at National Financial Partners, Enterprise Rent-A-Car and Sun America Securities. Mr. Thomas holds a BA from the University of Southern California. He serves on several non-for-profit boards and is a member of the Chicago Crime Commission. Mr. Thomas is a supporter of The Better Boys Foundation, The Red Cross and The United Way.

### **Ty Ball, COO**

Mr. Ball is co-founder and COO of Best Energy, LLC. Prior to founding Best Energy, Mr. Ball was a Director of Sales, Southwest Region, for Select Energy Partners, an Electricity Brokerage Firm based in Chicago, IL. Mr Ball has been involved directly in electricity brokerage services since 2011. Mr. Ball's background from 1999 –2010 was trading and consulting in the Equities, Commodities (including Energy), and Currencies markets. As Founder & Managing Principal of The Gordius Group, Inc. he led multiple consulting projects, both in the US and abroad. Overseas, he oversaw a division of 120 Traders, where he was responsible for training, managing, and assisting in guiding overall firm strategy (600+ employees). In 2010, The Gordius Group co founded two educational trading firms; TheEquitiesRoom.com and TheFuturesRoom.com, which specialize in the online training of Equities and Commodities Traders. From 1995-1999 Mr. Ball was a leader working with The Northwestern Mutual, a Fortune 100 Company. Mr. Ball has a strong foundation in the capital markets, finance, sales and management. Mr. Ball holds a BS and MBA from Southern Illinois University.

**Attachment D-2 (Cont.)**

**Dr. Hamed Alibabai, Technology Support & Market Research**

Over the past six years, Dr. Babai has been involved in more than twenty research and development projects on supply chain modeling, demand modeling, network flow optimization and online intelligence. He has optimized strategies for airline, transit and freight industries, and also has developed fully automated intelligence systems to help businesses in pricing and sourcing of their services. He is equipped with the most advanced techniques of mathematical modeling, statistical modeling, simulation, operations research, risk analysis and artificial intelligence. Dr. Babai received his Ph.D. in 2011 from Northwestern University while producing outstanding work and publications on the properties of the network flow simulation models. His dissertation is titled, Properties of Simulated Path Travel Time, which focuses on the theory and the control methods of networks of flow. Prior to Northwestern, Hamed graduated with honors in Bachelors and Masters Programs from Sharif University of Technology.

**Brian Cecola, Director of Sales**

Mr. Cecola has been involved in small business and private ventures for over a decade. Mr. Cecola has been a successful proprietary trader for over seven years, trading multiple markets, including energy and commodities, but focused primarily on the yield curve. Brian started his career at the Chicago Stock Exchange as a specialist making markets for over 50 NYSE listed stocks. His vast knowledge of multiple industries and companies, combined with his brokerage background, makes him highly experienced in assessing clients' true needs and building lasting professional relationships. Brian received his Bachelor of Science degree in Economics at Purdue University and holds a MBA at Saint Xavier University.

# **Attachment E**

to meet 454.80(a) Financial Licensing Requirements  
\$5,000 Surety Bond

License or Permit Bond

License or Permit Bond No. SU 4531543

**UTICA MUTUAL INSURANCE COMPANY**

180 Genesee Street – New Hartford, NY 13413

KNOW ALL MEN BY THESE PRESENTS, That we, Best Energy, LLC, 233 S. Wacker Drive, 84<sup>th</sup> Floor, Chicago IL 60606, as Principal, and Utica Mutual Insurance Company, a New York 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.

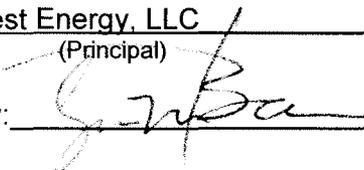
THE CONDITIONS OF THIS OBLIGATION ARE SUCH, That WHEREAS, the Principal has been or is about to be granted a license or permit to do business to operate as an ABC (Agent, Broker, or Consultant) under 220 ILCS 5/16-115C and is required to execute this bond under 83 Illinois Administrative Code Part 454.80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

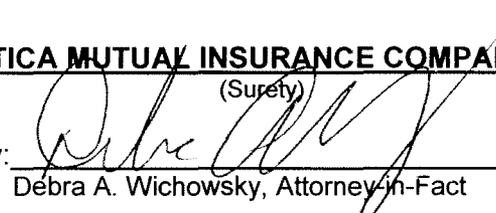
This bond may be terminated as to future acts of the Principal upon thirty (30) days written notice by the Surety; said notice to be sent to 527 East Capitol Avenue, Springfield, Illinois 62701, of the aforesaid State of Illinois, by certified mail.

Dated this 1<sup>st</sup> day of May, 2012.

Best Energy, LLC  
(Principal)

By:  \_\_\_\_\_

UTICA MUTUAL INSURANCE COMPANY  
(Surety)

By:  \_\_\_\_\_  
Debra A. Wichowsky, Attorney-in-Fact

ACKNOWLEDGEMENT OF SURETY

Utica Mutual Insurance Company

Graphic Arts Mutual Insurance Company

STATE OF New York }  
COUNTY OF Oneida } ss.:

On this 1st day of May, 2012, before me personally came Debra A. Wichowsky to me known, who, being duly sworn, did depose and say: that she resides in New Hartford, New York that she is Attorney-in-Fact of the Corporation described in and which executed the attached instrument; that she knows the seal of said Corporation, that the seal affixed to said instrument is such corporate seal; that it was so affixed pursuant to power conferred on her by a Power of Attorney granted to her by said Corporation and that she signed said instrument as Attorney-in-Fact of said Corporation pursuant to such authority.

JACKSON B. NELSON  
Notary Public, State of New York  
Qualified in Saratoga County  
No. 01NE4639578  
My Commission Expires September 30, 2014

*Jackson B. Nelson*  
NOTARY PUBLIC

PRINCIPAL'S INDIVIDUAL ACKNOWLEDGEMENT

STATE OF \_\_\_\_\_ }  
COUNTY OF \_\_\_\_\_ } ss.:

On this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, before me personally came \_\_\_\_\_, to me known and known to me to be the individual described in and who executed the foregoing instrument, and he acknowledged to me that he executed the same.

\_\_\_\_\_  
NOTARY PUBLIC

PRINCIPAL'S CO-PARTNERSHIP ACKNOWLEDGEMENT

STATE OF \_\_\_\_\_ }  
COUNTY OF \_\_\_\_\_ } ss.:

On this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, before me personally came \_\_\_\_\_, a member of the Co-partnership of \_\_\_\_\_ to me known and known to me to be the person who is described in the foregoing instrument and he acknowledges that he executed the same as and for the act and deed of the said Co-partnership.

\_\_\_\_\_  
NOTARY PUBLIC

PRINCIPAL'S CORPORATE ACKNOWLEDGEMENT

STATE OF \_\_\_\_\_ }  
COUNTY OF \_\_\_\_\_ } ss.:

On this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, before me personally came \_\_\_\_\_, to me known, who, being by me duly sworn, did depose and say, that he resides in \_\_\_\_\_; that he is \_\_\_\_\_ of \_\_\_\_\_, the Corporation described in and which executed the foregoing instrument; that he knows the Corporate Seal of said Corporation; and the Seal affixed to 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.

\_\_\_\_\_  
NOTARY PUBLIC

Seal # 007

# UTICA MUTUAL INSURANCE COMPANY

NEW HARTFORD, NEW YORK

EXPIRATION DATE March 31, 2013

## POWER OF ATTORNEY

Know all men by these Presents, the UTICA MUTUAL INSURANCE COMPANY, as a New York Corporation, having its principal office in the Town of New Hartford, County of Oneida, State of New York, does hereby make, constitute and appoint

**Debra A. Wichowsky**

its true and lawful Attorney(s)-in-fact in their separate capacity if more than one is named above to make, execute, sign, seal and delivery for and on its behalf as surety and as its act and deed (without power of redelegation) any and all bonds and undertakings and other writings obligatory in the nature thereof (except bonds guaranteeing the payment of principal and interest of notes, mortgage bonds and mortgages) provided the amount of no one bond or undertaking exceeds Unlimited Dollars (\$ Unlimited).

The execution of such bonds and undertakings shall be as binding upon said UTICA MUTUAL INSURANCE COMPANY as fully and to all intents and purposes as if the same had been duly executed and acknowledged by its regularly elected officers and its Home Office in New Hartford, New York.

This Power of Attorney is granted under and by authority of the following resolution adopted by the Directors of the UTICA MUTUAL INSURANCE COMPANY on the 27th day of November, 1961.

"Resolved, that the President or any Vice-President, in conjunction with the Secretary or any Assistant Secretary, be and they are hereby authorized and empowered to appoint Attorneys-in-fact of the Company, in its name and as its acts, to execute and acknowledge for and on its behalf as Surety any and all bonds, recognizances, contracts of indemnity and all other writings obligatory in the nature thereof, with power to attach thereto the seal of the Company. Any such writings so executed by such Attorneys-in-fact shall be binding upon the Company as if they had been duly acknowledged by the regularly elected Officers of the Company in their own proper persons.

"Now therefore, the signatures of such officers and the seal of the Company may be affixed to any such Power of Attorney by a facsimile, and any such Power of Attorney bearing such facsimile signatures or seal shall be valid and binding upon the Company."

In Witness Whereof, the UTICA MUTUAL INSURANCE COMPANY has caused these presents to be signed by its Authorized Officers, this 26th day of August, 2005.

Kristen H. Mart  
Secretary



UTICA MUTUAL INSURANCE COMPANY

Daniel Daly  
Vice President

STATE OF NEW YORK }  
COUNTY OF ONEIDA } ss:

On this 26th day of August, 2005, before me, a Notary Public in and for the State of New York, personally came DANIEL D. DALY and KRISTEN H. MARTIN to me known, who acknowledged execution of the preceding instrument and, being by me duly sworn, do depose and say, that they are Vice President and Secretary respectively of UTICA MUTUAL INSURANCE COMPANY; and that the seal affixed to said instrument is the corporate seal of UTICA MUTUAL INSURANCE COMPANY; and that the said corporate seal is affixed and their signatures subscribed to said instrument by authority and order of the Board of Directors of said Corporation.

In Testimony Whereof, I have hereunto set my hand at New Hartford, New York, the day and year first above written.



Jackson B. Nelson  
Notary Public

STATE OF NEW YORK }  
COUNTY OF ONEIDA } ss:

I, Kristen H. Martin, Secretary of the Utica Mutual Insurance Company do hereby certify that the foregoing Power of Attorney executed by said Utica Mutual Insurance Company and the above-quoted Resolutions of the Board of Directors adopted November 27, 1961 are still in full force and effect.

In Witness Whereof, I have hereunto set my hand and affixed the Seal of the said Corporation at New Hartford, New York, this 1st day of May, 2012.

Kristen H. Mart  
Secretary

THIS DOCUMENT HAS A BLUE BACKGROUND - NOT A WHITE BACKGROUND THE BACK OF THIS DOCUMENT CONTAINS AN ARTIFICIAL WATERMARK - HOLD AT ANGLE TO VIEW THE FACE OF

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# UTICA MUTUAL INSURANCE COMPANY

FINANCIAL STATEMENT AS OF DECEMBER 31, 2010

ASSETS		LIABILITIES AND SURPLUS	
U.S. Governmental Direct Guaranteed Bonds	\$ 31,598,100	Reserve for all Losses	\$ 826,570,224
All Other Bonds	<u>1,507,624,413</u>	Unearned Premiums	<u>268,415,143</u>
Stocks	<u>332,821,427</u>	Reserve for Claim Expenses	<u>296,494,720</u>
Mortgages	<u>0</u>	Dividends	<u>7,446,872</u>
Cash and Short-Term Investments	<u>68,756,693</u>	Taxes Accrued	<u>5,585,318</u>
Equities & Deposits in Pools and Associations	<u>5,473,407</u>	Federal Income Tax	<u>0</u>
Premiums in Course of Collection	<u>147,155,390</u>	Amounts Withheld on Account of Others	<u>11,314,602</u>
Interest Due and Accrued	<u>16,806,150</u>	Provision for Reinsurance	<u>21,947,071</u>
Other Admitted Assets	<u>174,265,400</u>	Miscellaneous Accounts Payable	<u>79,673,469</u>
<b>Total Admitted Assets</b>	<b>\$ <u>2,284,500,980</u></b>	<b>Total Liabilities</b>	<b>\$ <u>1,517,447,419</u></b>

Surplus Funds

Dividend Reserve	\$ <u>2,038,179</u>
General Voluntary Reserve	<u>1,500,000</u>
Special Contingent Surplus	<u>1,700,000</u>
Divisible Surplus	<u>761,815,382</u>
Surplus as Regards Policyholders	<u>767,053,561</u>
<b>Total</b>	<b>\$ <u>2,284,500,980</u></b>

STATE OF NEW YORK  
COUNTY OF ONEIDA      ss:

Brian P. Lytwynec, President & COO of the UTICA MUTUAL INSURANCE COMPANY, New Hartford, New York, being duly sworn, says that he is the above described officer of said Corporation, and that on the 31st day of December, 2010, all of the assets shown above were the absolute property of the said Corporation, free and clear from all liens or claims thereon except as above stated, and that the foregoing statement is a full and true exhibit of all assets and liabilities of the said Corporation at the close of business December 31, 2010, according to the best of his knowledge, information and belief.

Subscribed and sworn to before me the 12th day of May, 2011.

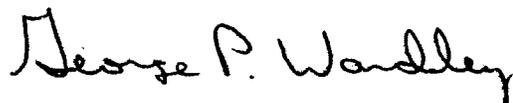


President & COO



Notary Public in the State of New York  
Appointed in Oneida County  
My Commission Expires April 30, 2014

Attest



Secretary