

Attachment A

Fred J. Graft is the President and primary owner of Worthington Energy Consultants, LLC. Mr. Graft will be providing and overseeing the services offered by Worthington Energy Consultants, LLC in the State of Illinois and fully represents the organization (454.60(c)).

Prior to founding Worthington Energy Consultants in 2011, Mr. Graft enjoyed a distinguished career in commercial real estate management and sales. Mr. Graft was an award winning commercial agent with CB Richard Ellis and was a founding partner in a national hospitality management company.

In 2001, Mr. Graft became Senior Vice President of Equity, a multi-state commercial real estate management and sales company. (454.60(b)(c)) Among the responsibilities assumed by Mr. Graft was the procurement and oversight of the energy spend for the sizable multi-state commercial real estate portfolio for which Equity provides professional management. In this role, Mr. Graft procured natural gas and electricity for those buildings owned and managed by Equity.

As President of Worthington Energy Consultants, LLC since 2011, Mr. Graft manages thousands of electricity accounts on behalf of hundreds of clients. The clients represent government, charitable, religious, non-profit, manufacturing, transportation, mining, energy, health care, food service, hospitality, airports, and a wide variety of commercial clients. (454.70)

MERCHANTS
BONDING COMPANY,™
POWER OF ATTORNEY

Bond #: IL 19342

Know All Persons By These Presents, that MERCHANTS BONDING COMPANY (MUTUAL) and MERCHANTS NATIONAL BONDING, INC., both being corporations duly organized under the laws of the State of Iowa (herein collectively called the "Companies"), and that the Companies do hereby make, constitute and appoint, individually,

David A Sams

of **Cincinnati** and State of **OH** their true and lawful Attorney-in-Fact, with full power and authority hereby conferred in their name, place and stead, to sign, execute, acknowledge and deliver in their behalf as surety any and all bonds, undertakings, recognizances or other written obligations in the nature thereof, subject to the limitation that any such instrument shall not exceed the amount of:

SEVEN MILLION (\$7,000,000.00) DOLLARS

and to bind the Companies thereby as fully and to the same extent as if such bond or undertaking was signed by the duly authorized officers of the Companies, and all the acts of said Attorney-in-Fact, pursuant to the authority herein given, are hereby ratified and confirmed.

This Power-of-Attorney is made and executed pursuant to and by authority of the following By-Laws adopted by the Board of Directors of the Merchants Bonding Company (Mutual) on April 23, 2011 and adopted by the Board of Directors of Merchants National Bonding, Inc., on October 24, 2011.

"The President, Secretary, Treasurer, or any Assistant Treasurer or any Assistant Secretary or any Vice President shall have power and authority to appoint Attorneys-in-Fact, and to authorize them to execute on behalf of the Company, and attach the seal of the Company thereto, bonds and undertakings, recognizances, contracts of indemnity and other writings obligatory in the nature thereof.

The signature of any authorized officer and the seal of the Company may be affixed by facsimile or electronic transmission to any Power of Attorney or Certification thereof authorizing the execution and delivery of any bond, undertaking, recognizance, or other suretyship obligations of the Company, and such signature and seal when so used shall have the same force and effect as though manually fixed."

In Witness Whereof, the Companies have caused this instrument to be signed and sealed this 2nd day of **March**, 2012.



MERCHANTS BONDING COMPANY (MUTUAL)
MERCHANTS NATIONAL BONDING, INC.

By *Larry Taylor*
President

STATE OF IOWA
COUNTY OF POLK ss.

On this 2nd day of **March**, 2012, before me appeared Larry Taylor, to me personally known, who being by me duly sworn did say that he is President of the MERCHANTS BONDING COMPANY (MUTUAL) and MERCHANTS NATIONAL BONDING, INC.; and that the seals affixed to the foregoing instrument is the Corporate Seals of the Companies; and that the said instrument was signed and sealed in behalf of the Companies by authority of their respective Boards of Directors.

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal at the City of Des Moines, Iowa, the day and year first above written.



Maranda Greenwalt
Notary Public, Polk County, Iowa

STATE OF IOWA
COUNTY OF POLK ss.

I, William Warner, Jr., Secretary of the MERCHANTS BONDING COMPANY (MUTUAL) and MERCHANTS NATIONAL BONDING, INC., do hereby certify that the above and foregoing is a true and correct copy of the POWER-OF-ATTORNEY executed by said Companies, which is still in full force and effect and has not been amended or revoked.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the Companies on this 1st day of **July**, 2013.



William Warner Jr.
Secretary

From:
KENT INSURANCE AGENCY, INC.
P O BOX 36451
CINCINNATI, OH 452364161

Phone: 513-791-6060
Fax 5137916087

To:
WORTHINGTON ENERGY CONSULTANTS
445 HUTCHINSON AVE #800
Worthington OH 43235

Account #: WORTHBO
Date: 7/03/2013

Premium Due

Policy Effective Date: 7/01/2013
Expiration Date: 7/01/2014

Insured:	WORTHINGTON ENERGY CONSULTANTS	Total Premium:	110.00
Policy #:	IL 19342		
Company:	MERCHANTS BONDING CO		

Reason For Billing: NEW ILLINOIS LICENSE BOND
Please return this page with your payment

Amount Due: 110.00
Premium Due By: 7/13/2013

THANK YOU

This is an invoice not a binder or indication of coverage



09/25/2013

Sequence: 244

**RE: WORTHINGTON ENERGY CONSULTANTS,
LLC**

Account #: 9401202606

Service: IL Foreign Representation (Limited Liability Company)

The enclosures are intended for the recipient for the business entity shown above.

FRED GRAFT
WORTHINGTON ENERGY CONSULTANTS, LLC
445 HUTCHINSON AVENUE
SUITE 800
COLUMBUS, OH 43235

Agent Services Admin
111 Eighth Avenue
13th Floor
New York, NY 10011



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

AUGUST 19, 2013

0441759-3

NATIONAL REGISTERED AGENTS INC
200 WEST ADAMS STREET
CHICAGO, IL 60606-0000

RE WORTHINGTON ENERGY CONSULTANTS, LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE APPROVED APPLICATION FOR ADMISSION.

PLEASE NOTE! THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF THIS MONTH OF QUALIFICATION NEXT YEAR. FAILURE TO TIMELY FILE WILL RESULT IN A \$300 PENALTY AND/OR REVOCATION. A PRE-PRINTED ANNUAL REPORT WILL BE MAILED TO THE REGISTERED AGENT AT THE ADDRESS ON OUR RECORDS APPROXIMATELY 45 DAYS BEFORE THE DUE DATE.

MANY OF OUR SERVICES ARE AVAILABLE AT OUR CONTINUOUSLY UPDATED WEBSITE. VISIT WWW.CYBERDRIVEILLINOIS.COM TO VIEW THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE EARLIER PARAGRAPH.

SINCERELY YOURS,

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

Form **LLC-45.5**
May 2012Secretary of State
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 351
Springfield, IL 62756
217-524-8008
www.cyberdriveillinois.comPayment must be made by certified
check, cashier's check, Illinois attorney's
check, C.P.A.'s check or money order
payable to Secretary of State.Illinois
Limited Liability Company Act
Application for Admission to
Transact Business**SUBMIT IN DUPLICATE**

Type or Print Clearly.

This space for use by Secretary of State.

Filing Fee: \$500

Penalty: \$

Approved: *JW*

FILE #

This space for use by Secretary of State.

FILED

AUG 19 2013

JESSE WHITE
SECRETARY OF STATE

1. Limited Liability Company Name: Worthington Energy Consultants, LLC
2. Assumed Name: _____
(This item is only applicable if the company name in item 1 is not available for use in Illinois, in which case form LLC 1.20 must be completed and submitted with this application.)
3. Jurisdiction of Organization: State of Ohio
4. Date of Organization: September 15, 2011
5. Period of Duration: Perpetual
(Enter Perpetual unless there is a Date of Dissolution provided in the agreement, in which case enter that date.)
6. Address of the Office required to be maintained in the jurisdiction of its organization or, if not required, of the Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)
445 Hutchinson Avenue, Suite 800
Number Street Suite #
Columbus, Ohio 43235
City, State ZIP Code
7. Registered Agent: National Registered Agents, Inc.
First Name Middle Name Last Name
Registered Office: 200 West Adams Street
(P.O. Box alone or c/o is unacceptable.) Number Street Suite #
Chicago Illinois 60606
City Zip Code
8. If applicable, Date on which Company first conducted business in Illinois: Immediate

(continued on back)

LLC-45.5

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

10. The Limited Liability Company: (check one)

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

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

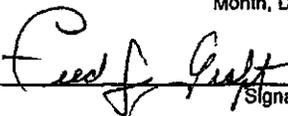
Fred J. Graft, 445 Hutchinson Avenue, Suite 800, Columbus, Ohio 43235

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.

12. This application is accompanied by a Certificate of Good Standing or Existence, duly authenticated within the last 60 days, by the officer of the state or country wherein the LLC is formed.

13. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated: August 6, 2013
Month, Day, Year


Signature

Fred J. Graft, President
Name and Title (type or print)

Worthington Energy Consultants, LLC - Member
If applicant is signing for a Company or other Entity, state Name of Company and indicate whether it is a member or manager of the LLC.

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show WORTHINGTON ENERGY CONSULTANTS, LLC, an Ohio For Profit Limited Liability Company, Registration Number 2048387, was organized within the State of Ohio on September 15, 2011, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 27th day of June, A.D. 2013*

Jon Husted

Ohio Secretary of State

Validation Number: V2013178J0FA36