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September 5, 2012
Public Utilities Commission of Ohio
Docketing Division 13th Floor
180 East Broad Street
Columbus, Ohio 43215-3793

12-2525-EL-A66

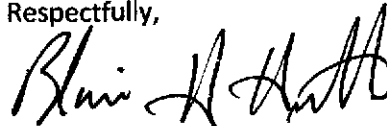
**Re: Lincoln Energy Group LLC, Application and Motion for Protective Order for
Aggregators/Power Brokers**

Dear Public Utilities Commission of Ohio:

Please find enclosed one original Certification Application for Aggregators/Power Brokers, along with a Motion for Protective Order that is notarized and signed by a principal officer. Additionally there are ten copies including all exhibits, affidavits, and other attachments.

Please contact me with any questions. Thank You.

Respectfully,



Blair H. Hutton

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Technician SM Date Processed SEP 14 2012



The Public Utilities Commission of Ohio

PUCO USE ONLY		
Date Received	Case Number	Version
	- EL-AGG	August 2004

12-2525

CERTIFICATION APPLICATION FOR AGGREGATORS/POWER BROKERS

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-5 Experience). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division; 180 East Broad Street, Columbus, Ohio 43215-3793.

**This PDF form is designed so that you may input information directly onto the form.
You may also download the form, by saving it to your local disk, for later use.**

A. APPLICANT INFORMATION

A-1 Applicant's legal name, address, telephone number and web site address

Legal Name Lincoln Energy Group LLC
Address 414 N Orleans, Suite #500 Chicago, IL 60654
Telephone # (312) 792-8400 Web site address (if any) lincolnergygroup.com, ohioelectricity.com

A-2 List name, address, telephone number and web site address under which Applicant will do business in Ohio

Legal Name Lincoln Energy Group LLC
Address 414 N Orleans, Suite #500 Chicago, IL 60654
Telephone # (312) 792-8400 Web site address (if any) lincolnergygroup.com, ohioelectricity.com

A-3 List all names under which the applicant does business in North America

Lincoln Energy Group LLC

A-4 Contact person for regulatory or emergency matters

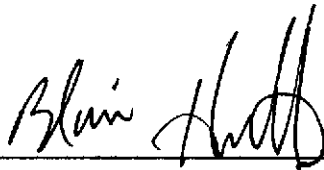
Name Blair Hutton
Title Member of LLC

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Exhibit C-3 and Exhibit C-5 with the Commission's Staff and the Staff will have full access to Exhibit C-3 and C-5 under the confidentially provisions of OAC Rule 4901-1-24(E).

Therefore, Applicant submits that this motion for protective order is well-made, accurate and should be granted. Exhibit C-3 and Exhibit C-5 are filed under seal and should remain so subject to protective order until otherwise ordered by the Commission under OAC Rule 4901-1-24(E).

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Blair Hutton", is written over a horizontal line.

Blair Hutton
Managing Member of LLC
Lincoln Energy Group LLC
414 N Orleans, Suite #500
Chicago, Illinois 60654
Email: hutton.b@lincolnergygroup.com
Phone: (312) 782-8403
Facsimile: (312) 782-8403 (same #)

Business address 414 N Orleans Suite #500 Chicago, IL 60654
Telephone # (312) 782-8400 Fax # (312) 782-8400
E-mail address (if any) hutton.b@lincolnergygroup.com

A-5 Contact person for Commission Staff use in investigating customer complaints

Name Blair Hutton
Title Member of LLC
Business address 414 N Orleans Suite 500 Chicago IL 60654
Telephone # (312) 782-8400 Fax # (312) 782-8400
E-mail address (if any) hutton.b@lincolnergygroup.com

A-6 Applicant's address and toll-free number for customer service and complaints

Customer Service address 414 N Orleans Suite 500 Chicago IL 60654
Toll-free Telephone # (312) 782-8400 Fax # (312) 782-8400
E-mail address (if any) info@lincolnergygroup.com

A-7 Applicant's federal employer identification number # 20 805 3281

A-8 Applicant's form of ownership (check one)

- ☐ Sole Proprietorship ☐ Partnership
☐ Limited Liability Partnership (LLP) ☒ Limited Liability Company (LLC)
☐ Corporation ☐ Other _____

A-9 (Check all that apply) Identify each electric distribution utility certified territory in which the applicant intends to provide service, including identification of each customer class that the applicant intends to serve, for example, residential, small commercial, mercantile commercial, and industrial. (A mercantile customer, as defined in (A) (19) of Section 4928.01 of the Revised Code, is a commercial customer who consumes more than 700,000 kWh/year or is part of a national account in one or more states).

<input checked="" type="checkbox"/> First Energy	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Commercial	<input checked="" type="checkbox"/> Mercantile	<input checked="" type="checkbox"/> Industrial
<input checked="" type="checkbox"/> Ohio Edison	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Commercial	<input checked="" type="checkbox"/> Mercantile	<input checked="" type="checkbox"/> Industrial
<input checked="" type="checkbox"/> Toledo Edison	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Commercial	<input checked="" type="checkbox"/> Mercantile	<input checked="" type="checkbox"/> Industrial
<input checked="" type="checkbox"/> Cleveland Electric Illuminating	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Commercial	<input checked="" type="checkbox"/> Mercantile	<input checked="" type="checkbox"/> Industrial
<input checked="" type="checkbox"/> Cincinnati Gas & Electric	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Commercial	<input checked="" type="checkbox"/> Mercantile	<input checked="" type="checkbox"/> Industrial
<input checked="" type="checkbox"/> Monongahela Power	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Commercial	<input checked="" type="checkbox"/> Mercantile	<input checked="" type="checkbox"/> Industrial
<input checked="" type="checkbox"/> American Electric Power				
<input checked="" type="checkbox"/> Ohio Power	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Commercial	<input checked="" type="checkbox"/> Mercantile	<input checked="" type="checkbox"/> Industrial
<input checked="" type="checkbox"/> Columbus Southern Power	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Commercial	<input checked="" type="checkbox"/> Mercantile	<input checked="" type="checkbox"/> Industrial
<input checked="" type="checkbox"/> Dayton Power and Light	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Commercial	<input checked="" type="checkbox"/> Mercantile	<input checked="" type="checkbox"/> Industrial

- A-10** Provide the approximate start date that the applicant proposes to begin delivering services

November 1, 2012

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- A-11** **Exhibit A-11 "Principal Officers, Directors & Partners"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-12** **Exhibit A-12 "Corporate Structure,"** provide a description of the applicant's corporate structure, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers and companies that aggregate customers in North America.
- A-13** **Exhibit A-13 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-14** **Exhibit A-14 "Articles of Incorporation and Bylaws,"** if applicable, provide the articles of incorporation filed with the state or jurisdiction in which the Applicant is incorporated and any amendments thereto.
- A-15** **Exhibit A-15 "Secretary of State,"** provide evidence that the applicant has registered with the Ohio Secretary of the State.

B. APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- B-1** **Exhibit B-1 "Jurisdictions of Operation,"** provide a list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail or wholesale electric services including aggregation services.
- B-2** **Exhibit B-2 "Experience & Plans,"** provide a description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4928.10 of the Revised Code.

B-3 **Exhibit B-3 "Summary of Experience,"** provide a concise summary of the applicant's experience in providing aggregation service(s) including contracting with customers to combine electric load and representing customers in the purchase of retail electric services. (e.g. number and types of customers served, utility service areas, amount of load, etc.).

B-4 **Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational status or ability to provide the services it is seeking to be certified to provide.

B-5 Disclose whether the applicant, a predecessor of the applicant, or any principal officer of the applicant have ever been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.

☒ No ☐ Yes

If yes, provide a separate attachment labeled as **Exhibit B-5 "Disclosure of Consumer Protection Violations"** detailing such violation(s) and providing all relevant documents.

B-6 Disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service including aggregation service denied, curtailed, suspended, revoked, or cancelled within the past two years.

☒ No ☐ Yes

If yes, provide a separate attachment labeled as **Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation"** detailing such action(s) and providing all relevant documents.

C. APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

C-1 **Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information in Exhibit C-1 or indicate that Exhibit C-1 is not applicable and why.

C-2 **Exhibit C-2 "SEC Filings,"** provide the most recent 10-K/8-K Filings with the SEC. If applicant does not have such filings, it may submit those of its parent company. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 that the applicant is not required to file with the SEC and why.

- C-3** **Exhibit C-3 “Financial Statements,”** provide copies of the applicant’s two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer certified financial statements covering the life of the business.
- C-4** **Exhibit C-4 “Financial Arrangements,”** provide copies of the applicant's financial arrangements to conduct CRES as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit agreements, etc.).
- C-5** **Exhibit C-5 “Forecasted Financial Statements,”** provide two years of forecasted financial statements (balance sheet, income statement, and cash flow statement) for the applicant’s CRES operation, along with a list of assumptions, and the name, address, e-mail address, and telephone number of the preparer.
- C-6** **Exhibit C-6 “Credit Rating,”** provide a statement disclosing the applicant’s credit rating as reported by two of the following organizations: Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody’s Investors Service, Standard & Poors, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant’s parent or affiliate organization that guarantees the obligations of the applicant.
- C-7** **Exhibit C-7 “Credit Report,”** provide a copy of the applicant’s credit report from Experian, Dun and Bradstreet or a similar organization.
- C-8** **Exhibit C-8 “Bankruptcy Information,”** provide a list and description of any reorganizations, protection from creditors or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or within the two most recent years preceding the application.

AFFIDAVIT

State of IL :

Chicago ss.
(town)

County of Cook :

Blair Hutton, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the manager of LLC (Office of Affiant) of Lincoln Energy Group LLC (Name of Applicant);

That he/she is authorized to and does make this affidavit for said Applicant,

1. The Applicant herein, attests under penalty of false statement that all statements made in the application for certification are true and complete and that it will amend its application while the application is pending if any substantial changes occur regarding the information provided in the application.
2. The Applicant herein, attests it will timely file an annual report with the Public Utilities Commission of Ohio of its intrastate gross receipts, gross earnings, and sales of kilowatt-hours of electricity pursuant to Division (A) of Section 4905.10, Division (A) of Section 4911.18, and Division (F) of Section 4928.06 of the Revised Code.
3. The Applicant herein, attests that it will timely pay any assessments made pursuant to Sections 4905.10, 4911.18, or Division F of Section 4928.06 of the Revised Code.
4. The Applicant herein, attests that it will comply with all Public Utilities Commission of Ohio rules or orders as adopted pursuant to Chapter 4928 of the Revised Code.
5. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, and its Staff on any utility matter including the investigation of any consumer complaint regarding any service offered or provided by the Applicant.
6. The Applicant herein, attests that it will fully comply with Section 4928.09 of the Revised Code regarding consent to the jurisdiction of Ohio Courts and the service of process.
7. The Applicant herein, attests that it will comply with all state and/or federal rules and regulations concerning consumer protection, the environment, and advertising/promotions.
8. The Applicant herein, attests that it will use its best efforts to verify that any entity with whom it has a contractual relationship to purchase power is in compliance with all applicable licensing requirements of the Federal Energy Regulatory Commission and the Public Utilities Commission of Ohio.
9. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, the electric distribution companies, the regional transmission entities, and other electric suppliers in the event of an emergency condition that may jeopardize the safety and reliability of the electric service in accordance with the emergency plans and other procedures as may be determined appropriate by the Commission.
10. If applicable to the service(s) the Applicant will provide, the Applicant herein, attests that it will adhere to the reliability standards of (1) the North American Electric Reliability Council (NERC), (2) the appropriate regional reliability council(s), and (3) the Public Utilities Commission of Ohio. (Only applicable if pertains to the services the Applicant is offering)

11. The Applicant herein, attests that it will inform the Commission of any material change to the information supplied in the application within 30 days of such material change, including any change in contact person for regulatory purposes or contact person for Staff use in investigating customer complaints.

That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief and that he/she expects said Applicant to be able to prove the same at any hearing hereof.

Blair Hunt
Signature of Affiant & Title

Sworn and subscribed before me this 12 day of Sep, 12
Month Year

[Signature]
Signature of Official administering oath

Chul Yo (Bartner)
Print Name and Title

My commission expires on 6/28/16



C-9 **Exhibit C-9 "Merger Information,"** provide a statement describing any dissolution or merger or acquisition of the applicant within the five most recent years preceding the application.

Blair Hunt
Signature of Applicant & Title

Sworn and subscribed before me this 12 day of Sept, 12
Month Year

[Signature]
Signature of official administering oath

Chul Yi (Banker)
Print Name and Title

My commission expires on 6/28/16



Certification Application for Brokers/Aggregators for Lincoln Energy Group LLC

Answers to Exhibits:

Exhibit A-11 "Principal Officers, Directors & Partners:"

Blair Hutton, Member of LLC
414 N Orleans, Suite 500, Chicago IL 60654
312-782-8403

Aaron Bernstien, Member of LLC
414 N Orleans, Suite 500, Chicago IL 60654
312-782-8400

Exhibit A-12 "Corporate Structure:"

Lincoln Energy Group LLC is an Illinois limited liability company.
Lincoln Energy Group is owned 50% by Mr. Blair Hutton and 50% by Mr. Aaron Bernstien

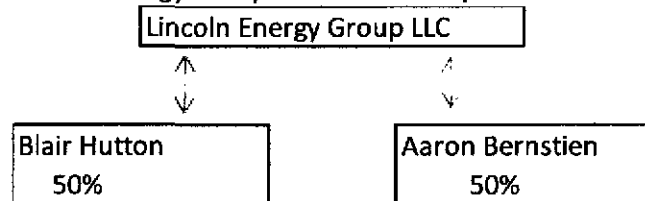


Exhibit A-13 "Company History:"

Lincoln Energy Group was founded by Mr. Hutton and Mr. Bernstien in December 2006. Mr. Hutton and Mr. Bernstien each own 50% of Lincoln Energy Group LLC.

Exhibit A-14 "Articles of Incorporation and Bylaws:"

See attached LLC formation documentation from the State of Illinois.

Exhibit A-15 "Secretary of State:"

See attached evidence that Lincoln Energy Group LLC has registered with the Secretary of the State of Ohio.

Exhibit B-1 "Jurisdictions of Operation:"

Lincoln Energy Group LLC is certified, licensed, registered or otherwise authorized to provide retail or wholesale electric services including aggregation services in the state of Illinois and the state of Pennsylvania.

Exhibit B-2 "Experience and Plans:"

Lincoln Energy Group LLC employs energy brokerage professionals from our corporate headquarters in Chicago Illinois. Lincoln Energy Group LLC is not a retail energy supplier, rather we are offering a service to customers to help conduct RFPs, solicit offers and make the best and most informed decisions regarding their energy procurement needs. Lincoln is seeking a license in Ohio because some of Lincoln's existing customers are expanding their business into Ohio and wish to use our services and

expertise to procure energy services. Due to the fact that we are a broker/consultant we do not take title of the energy and will not be invoicing any customers for electricity consumption. We have full time customer service personnel on staff if such a need may arise for our customers in Ohio regarding customer inquiries and complaints.

Exhibit B-3 "Summary of Experience:"

The founders of Lincoln Energy Group LLC each have over 10 years of experience in the deregulated energy industry. Founded in December 2006 Lincoln Energy Group works with a majority of all major certified retail energy suppliers and has completed over 1500 retail energy transactions since the founders began in the industry in Texas in 2002. Since the formation of Lincoln Energy Group the company has grown into one of Illinois largest energy procurement firms helping customers in all industry segments. Lincoln Energy serves over 750 individual customers in the ComEd, Ameren, PECO, PPL, Met-Ed and ERCOT markets representing over 4,000,000 Mwh of electricity load. Mr. Bernstien is a graduate from Tulane University Suma Cum Laude with a degree in Finance. Mr. Hutton is a graduate of Southern Methodist University with degrees in Economics and English Literature. Both Mr. Bernstien and Mr. Hutton are well known and respected industry veterans in the energy procurement and services business.

Exhibit B-4 "Disclosure of Liabilities and Investigations:"

There are no existing, pending or past ruling, judgments, contingent liabilities, revocation of authority , regulatory investigations or any other matter that adversely impact the services Lincoln Energy Group LLC is seeking to provide. This section is not applicable.

Exhibit C-1 "Annual Reports:"

Lincoln Energy Group LLC is a privately held limited liability company with only 2 shareholders, therefore annual reports are not created or available.

Exhibit C-2 "SEC Filings:"

Lincoln Energy Group LLC is a privately held limited liability company and therefore does not file 10-K/8-K Filings with the SEC.

Exhibit C-3 "Financial Statements:"

REDACTED

Exhibit C-4 "Financial Arrangements:"

Lincoln Energy Group LLC is a private company in the energy brokerage and consulting business. We do not carry any guarantees, bank commitments, contractual arrangements or credit agreements. This section is not applicable. Lincoln Energy Group LLC has no debt and access to a line of credit with JP Morgan Chase. Lincoln Energy Group LLC does not take title of electricity, therefore much lower capital thresholds are required to operate the business.

Exhibit C-5 "Forecasted Financial Statements:"

REDACTED

Exhibit C-6 "Credit Rating:"

See attached report from Dun and Bradstreet

Exhibit C-7 "Credit Report:"

See attached report from Dun and Bradstreet

Exhibit C-8 "Bankruptcy Information:"

Lincoln Energy Group LLC nor its members have ever declared bankruptcy. This section is not applicable.

Exhibit C-9 "Merger Information:"

There is no dissolution or merger or acquisition information of the applicant within the most recent five years preceding the application. This section is not applicable.



Lincoln Energy Group LLC

Chicago, IL United States

Also trades as:

Company Description

414 N Orleans St Ste 500
Chicago, IL 60654-4498,
United States

Phone: +1-312-782-8400

Fax: +1-312-372-4401

<http://www.lincolnenerygroup.com>

Line of Business

Business consulting, nec, nsk

[Download This Company](#)

Key Information

D-U-N-S Number	790640333
Location Type	Single Location
Subsidiary Status	No
Plant/Facility Size (sq. ft.) (actual)	2,300
Owns/Rents	Rents
Employees (All Sites)	6
Employees (This Site)	6
1-Year Employee Growth	0.0%
Year of Founding	2007
State of Incorporation	IL
Primary Industry	Consulting Services
Primary SIC Code	87489904: Energy conservation consultant
Primary NAICS Code	541690: Other Scientific and Technical Consulting Services
Latitude/Longitude	41.889791/-87.63715
Minority Owned/Women Owned	No

Key Financials

Annual Sales (Estimated)	\$410.00K
Prescreen Score	Low Risk

People

Title	Name	Compensation
Mbr	<u>Aaron Bernstein</u>	
Mng Mbr	<u>Blair Hutton</u>	

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201225100870

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
09/10/2012	201225100870	REGISTRATION OF FOREIGN FOR PROFIT LLC (LFP)	125.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

NSI
ATTN: JILL F. PROBST
145 BAKER STREET
MARION, OH 43302

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

2134536

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

LINCOLN ENERGY GROUP LLC

and, that said business records show the filing and recording of:

Document(s):
REGISTRATION OF FOREIGN FOR PROFIT LLC

Document No(s):
201225100870



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

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
6th day of September, A.D. 2012.

Jon Husted

Ohio Secretary of State

COPY



Form 533B Prescribed by:
Ohio Secretary of State
JON HUSTED
Ohio Secretary of State

Central Ohio (614) 466-3910
Toll Free: (877) 505-FILE (767-3453)
www.OhioSecretaryofState.gov
Bussanv@OhioSecretaryofState.gov

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 670
Columbus, OH 43216

Expedite Filing (Two business day processing
time requires an additional \$100.00)
P.O. Box 1390
Columbus, OH 43216

Registration of a Foreign Limited Liability Company

Filing Fee: \$125

CHECK ONLY ONE (1) BOX

(1) ☒ Registration of a Foreign For-Profit Limited
Liability Company
(106-LFA)
ORC 1705

Jurisdiction of Formation

Date of Formation

(2) ☐ Registration of a Foreign Nonprofit
Limited Liability Company
(106-LPA)
ORC 1706

Jurisdiction of Formation

Date of Formation

Name of Limited Liability Company in its jurisdiction of formation

Name under which the foreign limited liability company desires to transact business in Ohio (if different from its name in its jurisdiction of formation) is:

Name must include one of the following words or abbreviations: "limited liability company," "limited," "LLC," "L.L.C.," "Ltd.," or "Ltd."

The address to which interested persons may direct requests for copies of the limited liability company's operating agreement, bylaws, or other charter documents of the company is:

Name:

Mailing Address:

City

State

ZIP Code

CLIENT SERVICE CENTER

2012 SEP-6 PM 3:15

RECEIVED
SECRETARY OF STATE

The limited liability company hereby appoints the following as its agent upon whom process against the limited liability company may be served in the state of Ohio. The name and complete address of the agent is:

National Registered Agents, Inc.

Name

145 Baker Street

Mailing Address

Marion

City

Ohio

State

43302

ZIP Code

☐ If the agent is an individual and using a P.O. Box, check this box to confirm that the agent is an Ohio resident.

The limited liability company irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the Ohio Secretary of State if:

- a. an agent is not appointed, or
- b. an agent is appointed but the authority of that agent has been revoked, or
- c. the agent cannot be found or served after the exercise of reasonable diligence.

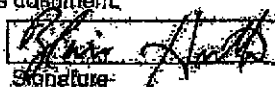
By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Articles and original appointment of agent must be signed by a member, manager or other representative.

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

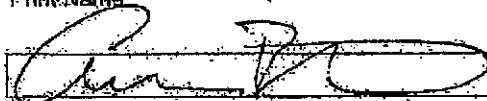
If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.


Signature

By (if applicable)

Blair Burton

Print Name


Signature

By (if applicable)

Aaron Bethsich

Print Name

Signature

By (if applicable)

Print Name

L.L.C. File Number: 02037033

Filing Deadline is Prior to: 12/01/2010

This report must be RECEIVED in the office of the Secretary of State prior to the anniversary date to avoid late filing penalties and eventual administrative revocation of its admission.

Form LLC-50.1

Jesse White
Illinois Secretary of State
Limited Liability Company
Annual Report

Filing Fee: 250.00

Penalty: 0.00

Total Fee: 250.00

Filed Electronically

November 29, 2010

Jesse White
Secretary of State

1. **Limited Liability Company name:** Registered Agent, Registered Office, City, IL, ZIP Code

LINCOLN ENERGY GROUP LLC

BCRA CO.

161 N CLARK ST 4300

CHICAGO IL 60601-0000

2. **State or Country of Organization:** IL **Date admitted in Illinois:** 12/14/2006

3. **Address of the principal place of business:**

17 N STATE ST STE 1890

(Street Address)

CHICAGO IL 60602

(City, State, Zip)

4. **Names and addresses of the managers:**

BERNSTIEN, AARON

520 N KINGSBURY ST. APT 4605 CHICAGO IL 60654

HUTTON, BLAIR

345 E OHIO ST APT 4410 CHICAGO IL 60611

5. **The managers which are entities, affirm the evidence of existing on file with the Illinois Secretary of State is still intact.**

6. **Changes to the registered agent or address in item 1 above requires the filing of form LLC-1.36/1.37**

7. **I affirm, under penalties of perjury, having authority to sign thereto, that this annual report is to the best of my knowledge and belief, true, correct and complete.**

A late filing penalty of \$300 will apply if this report is not filed within 60 days of the due date.

Dated November 29, 2010
(Month/Day) (Year)

BERNSTIEN, AARON

Name

MANAGER

Type or Print Name of

If applicant is a company or other entity, state name of company



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

DECEMBER 14, 2006

0203703-3

BCRA CO.
161 N CLARK ST 4300
CHICAGO, IL 60601-0000

RE LINCOLN ENERGY GROUP LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF ORGANIZATION THAT CREATED YOUR LIMITED LIABILITY COMPANY. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

DUE TO STATUTORY CHANGES IN THE LIMITED LIABILITY COMPANY ACT, CERTIFICATES OF ORGANIZATION WILL NO LONGER BE ISSUED WITH THE ARTICLES OF ORGANIZATION.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY COMPANY DIVISION
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-5.5**

June 2005

Secretary of State Jesse White
Department of Business Services
Limited Liability Division
Room 351 Howlett Building
501 S. Second St.
Springfield, IL 62756
www.cyberdriveillinois.com

Payment 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
Articles of Organization



LC0820487

This space for use by Secretary of State.

Filing Fee: \$500

Approved:
PHSFILE # **02037033**

This space for use by Secretary of State.

FILED:12/14/2006**JESSE WHITE****SECRETARY OF STATE**

1. Limited Liability Company Name: Lincoln Energy Group LLC

The LLC name must contain the words Limited Liability Company, L.L.C. or LLC and cannot contain the terms Corporation, Corp., Incorporated, Inc., Ltd., Co., Limited Partnership or L.P.

2. Address of principal place of business where records of the company will be kept: (P.O. Box alone or c/o is unacceptable.) 1901 Post Oak Park Drive, #10201

Houston, TX 77027

3. Articles of Organization effective on: (check one)

☒ the filing date☐ a later date (not to exceed 60 days after the filing date): _____

Month, Day, Year

4. Registered Agent's Name and Registered Office Address:

Registered Agent: BCRA Co.

First Name

Middle Initial

Last Name

Registered Office: 161N. Clark Street4300(P.O. Box alone or
c/o is unacceptable.)

Number

Street

Suite #

Chicago60601Cook

City

ZIP Code

County

5. Purpose(s) for which the Limited Liability Company is organized: (If more space is needed, attach additional 8 1/2" x 11" sheets.)

"The transaction of any or all lawful business for which Limited Liability Companies may be organized under this Act."

6. Latest date, if any, upon which the company is to dissolve: _____
(Leave blank if duration is perpetual.)

Month, Day, Year

LLC-5.5

7. (OPTIONAL) Other agreed upon events of dissolution and/or provisions for the regulation of the internal affairs of the Company: (If more space is needed, attach additional 8 1/2" x 11" sheets.)

8. The Limited Liability Company: (Check either a or b below.)
 a. ☒ is managed by the manager(s) (List names and business addresses.)

Aaron Bernstein, 2602 Washington Avenue, Unit C, Houston, TX 77007
 Blair Hutton, 1901 Post Oak Park Drive, #10201, Houston, TX 77027

- b. ☐ has management vested in the member(s) (List names and addresses.)

9. I affirm, under penalties of perjury, having authority to sign hereto, that these Articles of Organization are to the best of my knowledge and belief, true, correct and complete.

Dated December 14, 2006
Month, Day Year

1. Shelley L. Clifford
Signature

Shelley L. Clifford, Organizer

Name and Title (type or print)

Name if a Corporation or other entity

2. _____
Signature

Name and Title (type or print)

Name if a Corporation or other entity

1. 161 N. Clark Street, Ste. 4300

Number Street

Chicago

City/Town

IL

State

60601

ZIP Code

2. _____
Number Street

City/Town

State

ZIP Code

Signatures must be in black ink on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.

September 5, 2012
Public Utilities Commission of Ohio
Docketing Division 13th Floor
180 East Broad Street
Columbus, Ohio 43215-3793

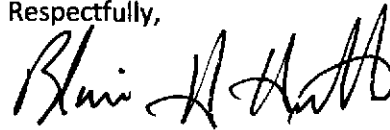
**Re: Lincoln Energy Group LLC, Application and Motion for Protective Order for
Aggregators/Power Brokers**

Dear Public Utilities Commission of Ohio:

Please find enclosed one original Certification Application for Aggregators/Power Brokers, along with a Motion for Protective Order that is notarized and signed by a principal officer. Additionally there are ten copies including all exhibits, affidavits, and other attachments.

Please contact me with any questions. Thank You.

Respectfully,

A handwritten signature in black ink, appearing to read "Blair H. Hutton", written in a cursive style.

Blair H. Hutton