

DM12-350



New Hampshire Public Utility Commission:

Definitive Energy Group, Inc. (DEGI) has applied for a foreign corporation registration with the Secretary of State of NH and is applying as an Aggregator with NH PUC. We have notified both utilities and our application is attached.

We have attached the Secretary of State application as proof of our compliance for the foreign corporation registration. Unfortunately, we may not receive the actual certificate by your December 28<sup>th</sup> deadline. We are committed to complying with your laws and will forward as soon as the Sate sends us our copy.

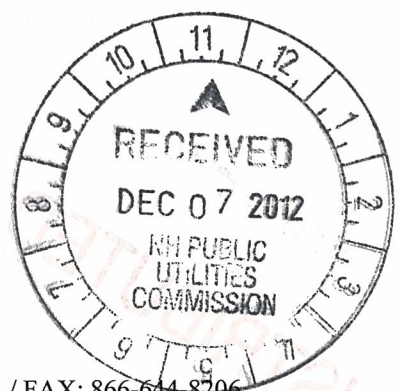
Definitive Energy Group, Inc. has been a going concern since 2003. Our mission is to ensure the development and implementation of our client's energy procurement for their entire energy portfolio. We utilize our regulatory and market knowledge to analyze and deliver creative solutions grounded in the realities of the marketplace.

I am David W. Bruce and the President / owner. DEGI has contractual obligations to provide the same services to another company's clients, Restaurant Solutions Network, LLC. (RSN LLC). This is why we included their name in our PUC application as the end users and suppliers will also be using that legal entity.

You can view our website for further details. As for my operational background we have attached with the application.

Best Regards:

David W. Bruce  
President  
Definitive Energy Group, Inc.



Source. #9796-B, eff 9-25-10

Puc 3006.02 Form for Initial and Renewal Registration of Aggregators.

(a) The registration application required by Puc 3003.04(a) and Puc 3003.05(b) shall include the following:

(1) The legal name of the applicant as well as any trade name(s) under which it intends to operate in this state; *Definitive Energy Group, Inc. (DEGI) Also d.b.a. Restaurant Solutions Network, LLC. (RSN LLC)*

(2) The applicant's business address, telephone number, e-mail address and website address, as applicable;

*990 Pinecrest Dr. Sugar Grove, IL. 60554*

*PH: 866-232-2241 Direct PH: 630-677-9899*

*FAX: 866-644-8206*

*Info@degi.biz - dbruce@degi.biz*

*www.degi.biz*

(3) The name(s), title(s), business address(es), telephone number(s), and e-mail address(es) of the applicant if an individual or of the applicant's principal(s) if anything other than an individual;

*David W. Bruce, President (DEGI) – Vice President (RSN LLC) See above*

(4) The telephone number of the customer service department or the name, title, telephone number and e-mail address of the customer service contact person of the applicant, including toll free telephone numbers if available; *See above*

(5) A copy of the applicant's authorization to do business in New Hampshire from the secretary of state, if anything other than an individual; *See application we will forward when we receive!*

***Agent: INCORP SERVICES, INC.***

*152 SOUTH MAST STREET*

*GOFFSTOWN NH 03045*

*Toll Free Tel: (800) 246-2677 Website: www.incorp.com*

(6) A list of CNGSs in New Hampshire through which the applicant intends to provide service;

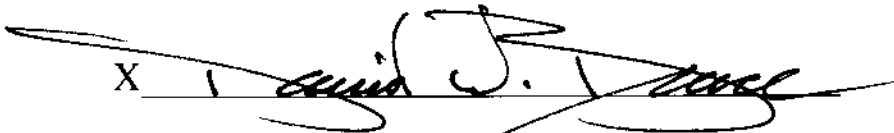
*Metromedia, Hess Corp., Santa Buckley, Glacial Natural Gas, Shell Energy NA.*

(7) A statement that the applicant is not representing any supplier interest, or a listing of any supplier interest(s) the applicant intends to represent; *We are an unbiased third party that is financially independent from any specific Supplier or Utility. We believe clients should have their own energy choices and a customized plan. We assist in the development and support of those plans and make them our primary goal. We serve as the client's Energy Portfolio Management Company.*

(8) Payment of the required filing fee; *CK # 2861*

(9) The signature of the applicant or its representative.

Company: **Definitive Energy Group, Inc.**

X 

Name: **David W. Bruce**

Title: **President**

Date: **12/5/2012**

## Occupational Background

### **David W. Bruce**

990 Pinecrest Drive • Sugar Grove, IL 60554

PH: 630-677-9899 • FAX: 866-644-8206

**dbruce@degi.biz**

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I have served in many positions for several organizations with proven success in each.

- President, Director, Business Development Manager & Senior Sales Executive with extensive experience in sales/purchasing/business development/ market analysis/ negotiations.
- Skilled negotiator and innovative problem solver with track record of delivering solid and sustainable value to both client and employer.
- Result oriented leader who continuously surpasses objectives by developing profitable business partnerships.

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Bachelor of Science, Communications, Bradley University, Peoria, IL. 1983

Bachelor of Science, Information Technology, DeVry Institute of Technology, Addison, IL. 2001

## **Professional Details**

DEFINITIVE Energy Group, Inc; Sugar Grove, IL.

2005 – Present

### **President**

Manage a \$250,000,000 portfolio of Natural gas and electricity contracts for DEGI, RMG & RSN with nationally based clients. Representing over a 1500 facilities nationwide. Utilizing all previous experience

LGI Energy Solutions; Chicago, IL.

2002– 2005

### **Director of Energy Procurement**

Procure Energy through best practices, negotiate contracts terms and conditions, and analyze product offerings and savings potential. Track and report savings per site, per commodity, per client on a monthly basis. Developed an electric product and contract for clients utilizing 3 different product offerings. This product offered the lowest available cost and the highest degree of portfolio management to react the every changing market. Developed and implemented automated monthly savings report for clients. Managed the entire project with internal personnel and third party IT providers. Oversaw monthly data collection and developed all calculation for savings. Worked with clients on annual budget forecasting. Major clients included Outback Steakhouse and all concepts I. E. Carrabbas Italian Grill, Bone Fish Grill etc. Jack in the Box, Buffalo Wild Wings and Life Time Fitness.

Peoples Energy Services; Chicago, IL.

2001 - 2002

### **Sales Executive**

Developing new business and mutually beneficial partnerships.

Enron Energy Services; Hinsdale, IL

1999 – 2001

### **Sales Executive**

Opening new markets, developing new business and mutually beneficial partnerships in the new Nation-wide deregulated energy markets. Worked with product development on market offerings and various products for sale to clients. Worked with business development and legal departments on supply contracts, language and terminology.

Bruce Municipal Equipment; Glenview, IL

1990 – 1999

### **President**

Managed a staff of 26 employees, including 5 sales representatives and P&L responsibility for this closely held manufacturing Distribution Company. Coordinated daily operations by supervising managers from each department. Spearheaded the continuation of our core business while initiating profitable sale of the company.

### **District Sales Manager**

Managed an 8 County territory representing 6 major manufacturers. Built profitable and mutually beneficial relationships with governments and private industry professionals.

# State of New Hampshire

Filing fee: \$50.00  
Fee for Form SRA: \$50.00  
Total fees \$100.00 \* CK# 2860  
Use black print or type.

Form 40  
RSA 293-A:15.03

## APPLICATION FOR CERTIFICATE OF AUTHORITY FOR PROFIT FOREIGN CORPORATION

PURSUANT TO THE PROVISIONS of the New Hampshire Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in New Hampshire and for that purpose submits the following statement:

FIRST: The name of the corporation is Definitive Energy Group, Inc.

SECOND: The name which it elects to use in New Hampshire is Definitive Energy Group, Inc.

THIRD: It is incorporated under the laws of Illinois

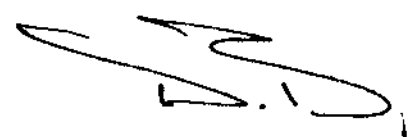
FOURTH: The date of its incorporation is 9/30/2003 and the period of its duration is Perpetual

FIFTH: The complete address (including zip code and post office box, if any) of its principal office is 990 Pinecrest Dr. Sugar Grove, IL. 60554

SIXTH: The name of its registered agent **IN NEW HAMPSHIRE** is Incorp Services, Inc.  
\_\_\_\_\_ and the complete address (including zip code  
and post office box, if any) of its registered office **IN NEW HAMPSHIRE** is (agent's business address)  
INCorp SERVICES, INC. 152 SOUTH MAST STREET GOFFSTOWN NH 03045

SEVENTH: The sale or offer for sale of any ownership interests in this business will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B).

EIGHTH: The principal purpose or purposes which it proposes to pursue in the transaction of business in New Hampshire are Energy Aggregator as defined by NH PUC 3002.02

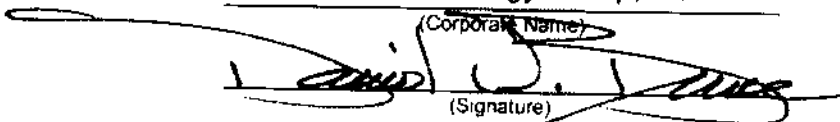


NINTH: The names and usual business addresses of its current officers and directors are: (If there are additional officers or directors, attach additional sheet OR if the laws of the state of incorporation do not require directors, indicate below.)

<u>Name</u>	<u>Title</u>	<u>Address</u>
<b><u>OFFICERS</u></b>		
David W. Bruce	President	990 Pinecrest Dr Sugar Grove, IL 60554
<b><u>DIRECTORS</u></b>		

Definitive Energy Group, Inc.

(Corporate Name)



(Signature)

David W. Bruce

(Print or type name)

President

(Title)

Date signed: 12/5/2012

To receive your ANNUAL REPORT REMINDER NOTICE by email, please enter your email address here:  
dbruce@degi.biz

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fees, DATED AND SIGNED ORIGINAL AND FORM SRA to: Corporation Division, Department of State, 107 North Main Street, Concord, NH 03301-4989. Physical location: 25 Capitol Street, 3<sup>rd</sup> Floor, Concord, NH 03301.

**Form SRA – Addendum to Business Organization and Registration Forms  
Statement of Compliance with New Hampshire Securities Laws**

**Part I – Business Identification and Contact Information**

Business Name: Definitive Energy Group, Inc.  
Business Address (include city, state, zip): 990 Pinecrest Dr. Sugar Grove, IL. 60554  
Telephone Number: 866-232-2241 E-mail: dbruce@degi.biz  
Contact Person: David W. Bruce  
Contact Person Address (if different): \_\_\_\_\_

**Part II – Check ONE of the following items in Part II.** If more than one item is checked, the form will be rejected. [PLEASE NOTE: Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below. However, you must insure that your business meets all of the requirements spelled out in A), B), and C):

- 1.  Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets **ALL** of the following three requirements:
  - A) This business has **10 or fewer owners**; and
  - B) Advertising **relating to the sale of ownership interests** has not been circulated; and
  - C) Sales of ownership interests – if any – will be **completed within 60 days** of the formation of this business.
- 2.  This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - \_\_\_\_\_
- 3.  This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - \_\_\_\_\_
- 4.  This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

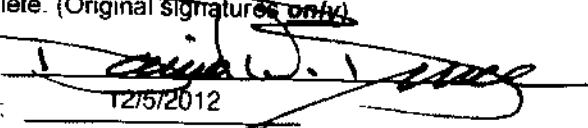
**Part III – Check ONE of the following items in Part III:**

- 1.  This business **is not being** formed in New Hampshire.
- 2.  This business **is being** formed in New Hampshire and the registration document states that any sale or offer for sale of ownership interests in the business will comply with the requirements of the New Hampshire Uniform Securities Act.

**Part IV – Certification of Accuracy**

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures only)

Name (print):	<u>David W. Bruce</u>	Signature:	
		Date signed:	<u>12/5/2012</u>
Name (print):	_____	Signature:	_____
		Date signed:	_____
Name (print):	_____	Signature:	_____
		Date signed:	_____

Form **BCA-2.10** | **ARTICLES OF INCORPORATION**

6312-282-3

(Rev. Jan. 2003)  
 Jesse White  
 Secretary of State  
 Department of Business Services  
 Springfield, IL 62756  
 http://www.cyberdriveillinois.com  
 Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

This space for use by Secretary of State

**FILED**  
 SEP 30 2003  
 JESSE WHITE  
 SECRETARY OF STATE

**SUBMIT IN DUPLICATE!**

This space for use by Secretary of State  
 Date 9-30-03  
 Franchise Tax \$ 25.00  
 Filing Fee \$ 75.00  
 Approved: [Signature] \$ 100.00

1. **CORPORATE NAME:** Definitive Energy Group, Inc.

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

2. **Initial Registered Agent:** Douglas A. Hanson  
*First Name Middle Initial Last name*  
**Initial Registered Office:** 130 E. Randolph Suite 3800  
*Number Street Suite # (A P.O. BOX ALONE IS NOT ACCEPTABLE)*  
Chicago IL 60601 60601  
*City ZIP Code County*

3. **Purpose or purposes for which the corporation is organized.**  
 (If not sufficient space to cover this point, add one or more sheets of this size.)  
 The transaction of any or all lawful businesses for which corporation may be incorporated under the Illinois Business Corporation Act of 1983, as amended.

4. **Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:**

Class	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	100,000	1,000	\$ 1,000.00
			<b>TOTAL = \$ 1,000.00</b>

**Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:** None  
 (If not sufficient space to cover this point, add one or more sheets of this size.)



Doc#: 0328039121  
 Eugene "Gene" Moore Fee: \$26.50  
 Cook County Recorder of Deeds  
 Date: 10/07/2003 04:22 PM Pg: 1 of 2

(over)



5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: 1  
 (b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Name	Address	City, State, ZIP
David Bruce	990 Pinecrest Drive, Sugar Grove, IL 60554	

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ \_\_\_\_\_  
 (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ \_\_\_\_\_  
 (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ \_\_\_\_\_  
 (d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ \_\_\_\_\_

7. **OPTIONAL: OTHER PROVISIONS**  
 Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**  
 The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated 9-8 2003  
 (Month & Day) Year

Signature and Name		Address		
1.	<u>[Signature]</u> Signature David Bruce (Type or Print Name)	1.	990 Pinecrest Drive Street Sugar Grove IL 60554 City/Town State ZIP Code	
2.	_____ Signature (Type or Print Name)	2.	_____ Street City/Town State ZIP Code	
3.	_____ Signature (Type or Print Name)	3.	_____ Street City/Town State ZIP Code	

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)  
 NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by a duly authorized corporate officer.

**FEE SCHEDULE**

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
  - The filing fee is \$75.
  - The minimum total due (franchise tax + filing fee) is \$100.  
 (Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,687)
  - The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
- Illinois Secretary of State Springfield, IL 62756  
 Department of Business Services Telephone (217) 782-6961



**To all to whom these Presents Shall Come, Greeting:**

*I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that*

DEFINITIVE ENERGY GROUP, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON SEPTEMBER 30, 2003, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



***In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 2ND day of APRIL A.D. 2012 .***

*Jesse White*

Authentication #: 1209302400

Authenticate at: <http://www.cyberdriveillinois.com>

SECRETARY OF STATE