

### **List of Appendices**

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**Appendix A**  
**Certificate of Formation in Delaware**

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "TALK AMERICA SERVICES, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2014, AT 10:58 O'CLOCK A.M.



5559703 8100

140892651

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1493030

DATE: 06-27-14

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:58 AM 06/27/2014  
FILED 10:58 AM 06/27/2014  
SRV 140892651 - 5559703 FILE


CERTIFICATE OF FORMATION

OF

TALK AMERICA SERVICES, LLC

1. The name of the limited liability company is Talk America Services, LLC.
2. The address of its registered office in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 27<sup>th</sup> day of June, 2014.

By:   
Name: Deborah M. Reusch  
Title: Authorized Person

**Appendix B:**  
**Certificate to Operate in Missouri**



# State of Missouri

Jason Kander, Secretary of State

Corporations Division  
PO Box 778 / 600 W. Main St., Rm. 322  
Jefferson City, MO 65102

FL001410497  
Date Filed: 7/29/2014  
Jason Kander  
Missouri Secretary of State

## Application for Registration of a Foreign Limited Liability Company

(Submit with filing fee of \$105.00)

1. The name of the foreign limited liability company is: Talk America Services, LLC
2. The name under which the foreign limited liability company will conduct business in Missouri is (must contain "limited company, "limited liability company", "LC", "LLC", "L.C.", or "L.L.C.") (must be filled out if different from line (1)):
3. The foreign limited liability company was formed under the laws of Delaware on the  
date of 06/27/2014.  
(month/day/year) (state or jurisdiction)
4. The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is:  
Communications Services
5. The name and address of the limited liability company's registered agent in Missouri is (this line must be completed and include a street address):  
C T Corporation System, 120 South Central Avenue, Clayton, MO 63105  
Name Address (PO Box may only be used in conjunction with a physical street address) City/State/Zip  
*The Secretary of State is appointed agent for service of process if the foreign limited liability company fails to maintain a registered agent. **Note:** failure to maintain a registered agent constitutes grounds to cancel the registration of the foreign limited liability company.*
6. The address of the registered office in the jurisdiction organized. If none required, then the principal office address of the foreign limited liability company is:  
  
Address (PO Box may only be used in conjunction with a physical street address) City/State/Zip
7. This application must include a current certificate of good standing/existence from the secretary of state or other similar official in the state of domicile. Such document should be dated within 60 calendar days from filing.

(Please see next page)

Name and address to return filed document:

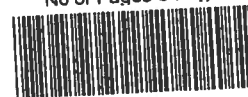
Name: Elizabeth Perica

Address: 120 South Central Suite 400

City, State, and Zip Code: Clayton, MO 63105

ORI-07292014-0904 State of Missouri

No of Pages 3 Pages



Creation - LLC/LP/LLP

LLC-4 (08/2013)

8. ☐ Series LLC (OPTIONAL) Pursuant to Section 347.186, the foreign limited liability company may establish a designated series in its operating agreement. The names of the series must include the full name of the limited liability company under which it has been admitted to transact business in this state and are the following:

New Series:

- ☐ The limited liability company gives notice that the series has limited liability.

New Series:

- ☐ The limited liability company gives notice that the series has limited liability.

New Series:

- ☐ The limited liability company gives notice that the series has limited liability.

(Each separate series must also file an Attachment Form LLC 4A.)

In Affirmation thereof, the facts stated above are true and correct.

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Authorized Signature

JOHN P. FLETCHER

Printed Name

JULY 28, 2014

Date

Authorized Signature

Printed Name

Date

Authorized Signature

Printed Name

Date

LLC-4 (08/2013)

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TALK AMERICA SERVICES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF JULY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



5559703 8300

140972145

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1548381

DATE: 07-18-14



# STATE OF MISSOURI



**Jason Kander**  
**Secretary of State**

## CERTIFICATE OF REGISTRATION


WHEREAS,

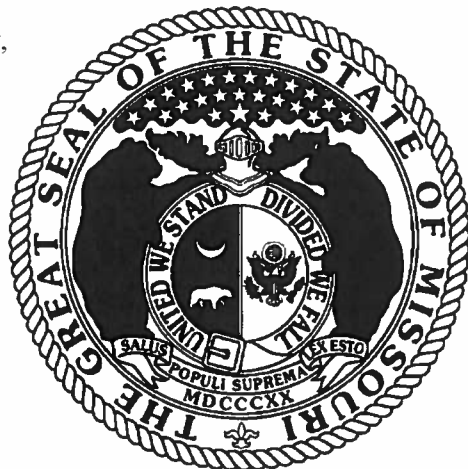
*Talk America Services, LLC*  
*FL001410497*

existing under the laws of the State of Delaware has filed with this state its Application of Registration and whereas this Application of Registration conforms to the Missouri Limited Liability Company Act.

NOW, THEREFORE, I, JASON KANDER, Secretary of State of the State of Missouri, by virtue of the authority vested in me by law, do hereby certify and declare that on the 29th day of July, 2014, the above Foreign Limited Liability Company is duly authorized to transact business in the State of Missouri and is entitled to any rights granted Limited Liability Companies.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 29th day of July, 2014.

  
Secretary of State



CERTIFICATE OF REGISTRATION

WHEREAS,

*Talk America Services, LLC*  
*FL001410497*

existing under the laws of the State of Delaware has filed with this state its Application of Registration and whereas this Application of Registration conforms to the Missouri Limited Liability Company Act.

NOW, THEREFORE, I, JASON KANDER, Secretary of State of the State of Missouri, by virtue of the authority vested in me by law, do hereby certify and declare that on the 29th day of July, 2014, the above Foreign Limited Liability Company is duly authorized to transact business in the State of Missouri and is entitled to any rights granted Limited Liability Companies.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 29th day of July, 2014.

**Appendix C:**  
**Financial Information**

**Talk America Services, LLC**  
**Pro Forma Balance Sheet**  
**As of December 31**  
**(Thousands)**

	<u><b>Dec 31, 2013</b></u>
<b>Assets</b>	
Accounts receivable, net of allowance for doubtful accounts	\$ 9,800.0
Customer list intangible asset, net of accumulated amortization	19,300.0
<b>Total Assets</b>	<u><u>\$ 29,100.0</u></u>
<b>Liabilities and Equity</b>	
Advance payments and customer deposits	<u>2,000.0</u>
<b>Total Liabilities</b>	<u>2,000.0</u>
<b>Equity</b>	27,100.0
<b>Total Liabilities and Equity</b>	<u><u>\$ 29,100.0</u></u>

**Talk America Services, LLC**  
**Pro Forma Income Statement**  
**As of December 31**  
**(Thousands)**

	<b>2013</b>
<b>Revenues:</b>	
Service Revenue	\$ 50,460.0
Product Sales Revenue	64.0
<b>Total Revenue</b>	<u>50,524.0</u>
<b>Costs and expenses:</b>	
Cost of Services	26,926.5
Cost of products sold	67.0
Selling, general, administrative and other	4,516.5
Depreciation and amortization	5,205.0
Restructuring charges	-
Merger and integration costs	-
<b>Total costs and expenses</b>	<u>36,715.0</u>
<b>Operating income</b>	13,809.0
<b>Income before income taxes</b>	13,809.0
<b>Income Tax Expense</b>	5,247.0
<b>Net income</b>	<u>\$ 8,562.0</u>

**Appendix D:**  
**Managerial and Technical Information**

***Francis X. ("Skip") Frantz – Chairman of the Board***

Francis X. ("Skip") Frantz, is the Chairman of the Board of Directors for Communications Sales and Leasing, Inc. Previously, Mr. Frantz served as a director of Windstream since 2006 and served as Chairman of the Audit Committee. From July 2006 to February 2010, he served as Chairman of the Windstream Board. Mr. Frantz has served as Chairman of Central Bank (a community bank in Little Rock, Arkansas) since February 2007, and also serves as a director of a number of other privately held companies. Prior to January 2006, Mr. Frantz was Executive Vice President-External Affairs, General Counsel and Secretary of Alltel Corporation. Mr. Frantz joined Alltel in 1990 as Senior Vice President and General Counsel and was appointed Secretary in January 1992 and Executive Vice President in July 1998. While with Alltel, he was responsible for Alltel's mergers and acquisitions negotiations, wholesale services group, federal and state government and external affairs, corporate communications, administrative services, and corporate governance, in addition to serving as Alltel's chief legal officer. Mr. Frantz served as the 2006 and 2007 Chairman of the Board and of the Executive Committee of the United States Telecom Association.

***Anthony W. Thomas – Chief Executive Officer***

Tony Thomas is chief executive officer for Communications Sales & Leasing, Inc. Tony has worked in the communications industry for more over 15 years and is focused on creating shareholder value by expanding and diversifying the Company's of communications real estate portfolio.

Previously, Mr. Thomas served as chief financial officer for Windstream since August 2009 with responsibility for overseeing Windstream's financial, tax, procurement, audit, treasury, risk management and investor relations teams. In addition, Mr. Thomas oversees the carrier solutions and the telecom procurement organizations. The carrier solutions team provides a full portfolio of communications products to carriers, wireless providers, cable providers and others. The telecom procurement organization is responsible for the acquisition of telecommunications services.

Previously, he served as controller for three years, overseeing the company's accounting, financial planning, external reporting, and retail billing departments. Thomas joined Windstream with the spinoff from Alltel Corp., where he was vice president of investor relations. He previously held various financial and operational management roles at Alltel including: vice president of corporate financial planning, vice president of finance for the southeast region, vice president of process development and vice president of wireless wholesale roaming. He had joined Alltel as director of revenue accounting when it merged with 360 Communications in 1998. Before entering the communications industry, he was a senior auditor with Ernst & Young. Thomas holds a master's degree in business administration from Wake Forest University and a bachelor's degree in accountancy from the University of Illinois. He is a certified public accountant.

***Jeffery W. Small - Senior Vice President – Corporate Development and Operations***

Jeff Small is senior vice president of corporate development and operations for Communications Sales & Leasing, Inc. Jeff is responsible for lease administration of the real estate portfolio and is the senior leader of the consumer CLEC operations of Talk America.

Previously Jeff was vice president of procurement and carrier service delivery at Windstream with responsibilities for supply chain management, procurement strategy and vendor management, and oversight of the service delivery experience for a full portfolio of carrier communications products provided to carriers, wireless providers, cable providers and others. Jeff also held various accounting and finance leadership roles since joining the Company in 2008.

Prior to joining Windstream, Jeff served four years as the controller for Ranger Boats, Inc. and was an audit senior with Arthur Andersen LLP for five years.

Jeff holds a degree in accounting from the Arkansas State University and is a licensed certified public accountant.