

## Appendix A

### Company History:

Telco Pros Inc. was founded in June of 2009 by Roger Zona. The business was formed to consult with businesses and non-profits in driving down corporate operating expenses and eliminating waste where ever possible.

Telco Pros Inc. is drawing on over 30 years of combined experience in telecommunications, corporate purchasing, contract negotiations, IT, and sales.

We have located areas where over 75% of all businesses and non-profits can improve reduce their operational costs and eliminate waste within their budget. We accomplish these goals through an in depth client needs analysis and rigorous contract negotiation. Additionally, we will also make recommendations for the use of improved technology and the leveraging of events in the competitive landscape.

In 2010, TPI developed the trade name Non Profit Efficiency Corporation within the State of Ohio (Document number 201032600695) as a result of over 70% of its client base being in the non-profit sector.

In 2011, Karl Shaw was brought into the organization and developed the trade name TPI Efficiency. TPI Efficiency was developed to provide the same founding purpose as Telco Pros Inc.; however, targeted the for-profit business space.

Since Telco Pros Inc. inception in 2009, the company has grown to service over 350 businesses in Ohio, NJ, IL, and Washington D.C.

### Experience and Plans:

Roger Zona, the founder and President of Telco Pros Inc. has been working with large businesses and nonprofits since mid-2000. His experience was related to assisting these organizations in better understanding their true needs as a large or decentralized agency and then consolidating those needs into a single, concise "request for proposal" (RFP). This expertise was initially utilized assisting clients in purchasing large amounts of telecommunications services across hundreds of locations. After several years of successfully helping clients better understand their true buying power, and saving them hundreds of thousands of dollars in the process; this method of analyzing a client's needs and overall buying power was successfully adapted to assist these same clients in the purchase of other services and products.

Telco Pros Inc. (including our DBA's of TPI Efficiency and Non Profit Efficiency Corporation) is currently working with over 350 client businesses and nonprofit

organizations across the country. Our primary focus is in northern Ohio; however, we do have clients in NJ, CT, Washington D.C., MD, Texas, MI, and New York. TPI wishes to obtain a certification within Pennsylvania and all other deregulated states in order to distinguish ourselves as a national full service licensed electricity broker. We will also grow our total vendor list to include all major CRES providers. This will bring our total number of vendors to be in excess of 100 in over 10 different industries, including, electricity, commercial lighting, telecommunications, IT services, and tax recovery.

Telco Pros Inc. (TPI) currently has 5 full time sales representatives and is actively looking to expand further by the end of 2012.

In addition to growth within our sales organizations, Telco Pros Inc. has 1 customer support representative available from 8:30am until 4:30pm, Monday thru Friday. Although TPI does not directly bill our clients, as we are only assisting them choose a retail supplier for their business, our client support specialist is responsible to answer our toll-free number and assist clients in resolving any questions or issues that may arise. Aside from our normal business hours support, our phone service is designed to forward to a 24 hour support person in the event our client support specialist is unavailable or if it is outside of normal business hours. Finally, TPI has rigorously researched every vendor it currently has agency agreements with and verified their ability to provide reliable service and support to our clients. This includes the development of vendor specific escalation lists used to further assist our clients outside of the normal customer service process.

The final step we have taken to guarantee a good customer experience was to achieve an accredited status with the Better Business Bureau of Greater Cleveland (Business ID 92007480). As a company, we are committed to continuing to service our current and future customers in full adherence to high ethical standards promoted by the Better Business Bureau.

#### Summary of Experience:

Telco Pros Inc. (TPI) has indirectly assisted over 350 client businesses and non-profits in the development and purchasing of electric service since 2009.

We have aided our existing clients by advising them to utilize the same process and methodology that allowed them to save on telecommunications and other commoditized services.

TPI is committed to assisting both large and small clients in harnessing the full amount of their "buying power" in order to save money on all deregulated services. The specific types of clients we service would primarily be commercial; however, we have assisted

some clients owning residential properties(example: church convents, church rectories, and non-profit group homes).

Telco Pros Inc. process for assisting clients in the purchase of all commoditized products begins with:

- Information gathering – gathering and consolidating invoices on the product we are currently analyzing.
- Compiling data – We correlate the compiled data to determine a client's entire utilization and total annual expense for the product.
- Request for Proposal (RFP) Development – Using the information we have gathered for our client on a specific commoditized service or product we develop a concise RFP that will maximize the clients buying power and eliminate the chance of being "oversold"
- Conduct a competitive bid process – TPI will submit the completed RFP to a minimum of 3 prescreened viable vendors of the commoditized service or product our client is desirous of purchasing.
- Vendor Handoff - At the completion of this bidding process, TPI assists the client in moving their service to the provider they select.
- On-going client support - After a client's conversion to their desire vendor, TPI remains in constant contact with its clients. We continue to making sure the rate and services proposed in the bidding process are delivered, the service the client receives from the vendor is good,

Telco Pros Inc. is building long term relationships with all of its clients and will continue to service and advise past the initial product bid and term. At TPI, we assist many of our clients in the procurement of as many as 7 different services or products on an ongoing basis and we are consistently adding additional products and services to assist our clients.



**12. A.) Disclose in plain language in writing the nature of services offered by ABC:**

The Telco Pros Inc., provides energy consulting and energy management service to commercial, industrial, institutional retail, and non-profit organization users of electricity. The services offered by The Telco Pros include:

- Developing an integrated energy management strategy that is in line with the client's business objectives, risks and operations
- Identifying qualified suppliers, issuing RFPs and coordinating the procedure process
- Assisting clients with the supplier contract negotiations
- Analysis of supplier proposals and product attributes
- Assisting clients in managing power and natural gas contracts once executed with a supplier
- Servicing the client's advocate with respects to customer service and contractual issues with the supplier(s)
- Assisting clients in managing intra-contract buying decisions

The Telco Pros does not take title to electricity at any time nor does The Telco Pros perform any bill pay or prepay functionality on the behalf of its clients.

APPENDIX A

HARTFORD FIRE INSURANCE COMPANY

LICENSE BOND
Electric Generation Supplier

Bond Number: 45BSBGI7008

KNOW ALL MEN BY THESE PRESENTS that Telco Pros Inc dba TPI Efficiency as Principal, and Hartford Fire Insurance Company of Hartford, CT 06155, as Surety, are firmly bound unto Pennsylvania Public Utility Commission, as obligee, in the penal sum of Ten Thousand dollars (\$10,000), lawful money of the United States of America for the payment of which, well and truly to be made, we bind ourselves, our heirs, executors and administrators, successors and assigns, jointly, severally, and firmly by these presents.

SIGNED, SEALED AND DATED THIS 4th day of September, 2012.

THE CONDITION OF THIS OBLIGATION IS SUCH, that Whereas the Principal has made application for a license to the Obligee to offer, render, furnish or supply electricity or electric generation services to the public.

NOW THEREFORE, the condition of this obligation is such that the Principal must act in accordance with Section 2809(c)(1)(i) of the Public Utility Code, 66 Pa. 2809(c)(1)(i), to assure compliance with applicable provisions of the Public Utility Code, 66 Pa. C.S. 101., et seq. and the rules and regulation of the Pennsylvania Public Utility Commission by the Principal as a licensed electric generation supplier; to ensure the payment of Gross Receipts Tax as required by Section 2810 of the Public Utility Code, 66 Pa. C.S. 2810; and to ensure the supply of electricity at retail in accordance with contracts, agreements or arrangement. Payment of claims shall have the following priority: (I) The Commonwealth of Pennsylvania; (II) Electric Distribution Companies for the reimbursement of Gross Receipts Tax; and (III) Private Individuals. Proceeds of the bond may not be used to pay any penalties or fines levied against the Principal for violations of the law, or for the payment of any other tax obligations owed to the Commonwealth of Pennsylvania.

NOW THEREFORE, if the Principal shall, during the period commencing on the aforesaid date, faithfully observe and honestly comply with such rules, regulations and statutes that are applicable to an electric generation supplier licensed in Pennsylvania and fulfills its obligation to pay the Gross Receipts Tax to the Commonwealth, and to deliver electricity at retail in accordance with contracts, agreements and arrangements, require the execution of this bond, then this obligation shall become void and of no effect.

PROVIDED, the Surety may terminate its future liability under this Bond sixty (60) days after furnishing written notice of such intention to terminate. This termination shall not affect the liability of the Surety and the Principal for any liability incurred by the Principal prior to the effective date of such termination. Any claim under this bond must be instituted within three (3) months of the effective date of termination,

THIS BOND WILL EXPIRE September 4, 2013, but may be continued by continuation certificate signed by Principal and Hartford Fire Insurance Company (Surety). Hartford Fire Insurance Company (Surety) may at any time terminate its liability by giving sixty (60) days written notice of the Obligee, and Hartford Fire Insurance Company (Surety) shall not be liable for any default after such sixty-day notice period, except for defaults occurring prior thereto,

Telco Pros Inc dba TPI Efficiency
Principal
By: [Signature]
President

COUNTERSIGNED BY

Hartford Fire Insurance Company
Surety
By: [Signature]
Rosalie S. Smith of Cincinnati &, Attorney-in-Fact

Registered Agent

# POWER OF ATTORNEY

Direct Inquiries/Claims to:

**THE HARTFORD**

Bond T-4

One Hartford Plaza

Hartford, Connecticut 06155

call: 888-266-3488 or fax: 860-757-5835

KNOW ALL PERSONS BY THESE PRESENTS THAT:

Agency Code: 45 450324

- Hartford Fire Insurance Company, a corporation duly organized under the laws of the State of Connecticut
- Hartford Casualty Insurance Company, a corporation duly organized under the laws of the State of Indiana
- Hartford Accident and Indemnity Company, a corporation duly organized under the laws of the State of Connecticut
- Hartford Underwriters Insurance Company, a corporation duly organized under the laws of the State of Connecticut
- Twin City Fire Insurance Company, a corporation duly organized under the laws of the State of Indiana
- Hartford Insurance Company of Illinois, a corporation duly organized under the laws of the State of Illinois
- Hartford Insurance Company of the Midwest, a corporation duly organized under the laws of the State of Indiana
- Hartford Insurance Company of the Southeast, a corporation duly organized under the laws of the State of Florida

having their home office in Hartford, Connecticut (hereinafter collectively referred to as the "Companies") do hereby make, constitute and appoint, **up to the amount of UNLIMITED** :

DEBORAH M. ROTH OF AVON IN, JACQUELINE R. DEMETER OF CLEVELAND OH,  
ANTHONY G. BALZANO, ROSALIE S. SMITH OF CINCINNATI & OF NORTH  
ROYALTON, OHIO

their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign its name as surety(ies) only as delineated above by , and to execute, seal and acknowledge any and all bonds, undertakings, contracts and other written instruments in the nature thereof, on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

In Witness Whereof, and as authorized by a Resolution of the Board of Directors of the Companies on August 1, 2009, the Companies have caused these presents to be signed by its Vice President and its corporate seals to be hereto affixed, duly attested by its Assistant Secretary. Further, pursuant to Resolution of the Board of Directors of the Companies, the Companies hereby unambiguously affirm that they are and will be bound by any mechanically applied signatures applied to this Power of Attorney.



*Wesley W. Cowling*

Wesley W. Cowling, Assistant Secretary

*M. Ross Fisher*

M. Ross Fisher, Vice President

STATE OF CONNECTICUT }  
COUNTY OF HARTFORD } ss. Hartford

On this 12th day of July, 2012, before me personally came M. Ross Fisher, to me known, who being by me duly sworn, did depose and say: that he resides in the County of Hartford, State of Connecticut; that he is the Vice President of the Companies, the corporations described in and which executed the above instrument; that he knows the seals of the said corporations; that the seals affixed to the said instrument are such corporate seals; that they were so affixed by authority of the Boards of Directors of said corporations and that he signed his name thereto by like authority.



CERTIFICATE

*Kathleen T. Maynard*

Kathleen T. Maynard  
Notary Public

My Commission Expires July 31, 2016

I, the undersigned, Vice President of the Companies, 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 effective as of September 4, 2012  
Signed and sealed at the City of Hartford.



*Gary W. Stumper*

Gary W. Stumper, Vice President



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

NOVEMBER 27, 2012

6867-974-5

TPI EFFICIENCY CONSULTING  
2806 PAYNE AVE  
CLEVELAND, OH 44114

RE TELCO PROS INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) 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.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPLIED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY,

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

FORM **BCA 13.15** (rev. Dec. 2003)  
**APPLICATION FOR AUTHORITY TO  
 TRANSACT BUSINESS IN ILLINOIS**  
 Business Corporation Act

**FILED**

NOV 27 2012

JESSE WHITE  
 SECRETARY OF STATE

Jesse White, Secretary of State  
 Department of Business Services  
 Springfield, IL 62756  
 Telephone (217) 782-1834  
 www.cyberdriveillinois.com

Remit payment in the form of a cashier's  
 check, certified check, money order  
 or an Illinois attorney's or CPA's check  
 payable to the Secretary of State.

6867-974-5  
 File #

**SEE NOTE 1 CONCERNING PAYMENT!**

Filing Fee \$ 150.00 Franchise Tax \$ 25.00 Penalty/Interest \$ - Total \$ 175.00 Approved: 

Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. (a) CORPORATE NAME: Telco Pros, Inc

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_  
 (By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the  
 transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation Ohio Date of Incorporation 9/11 2009 Period of Duration Perpetual

3. (a) Address of the principal office, wherever located: 2806 Payne Ave  
Cleveland OH 44114  
 (b) Address of principal office in Illinois:  
 (If none, so state) None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: INCorp Services, Inc  
First Name Middle Initial Last name

Registered Office: 901 S. 2nd St. #201  
Number Street Suite # (A.P.O. Box alone is not acceptable.)  
Springfield, IL 62704 Sangamon  
City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)  
Ohio Maryland

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
President	Roger Zorra	1405 W 10th	Cleveland	OH 44113
Secretary				
Director				
Director				
Director				

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

Energy and Telecommunications Consulting

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		No Par Value	1000	1000

(If more, attach list)

9. Paid-in Capital: \$ 10,000  
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 10,000
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 900,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 25,000

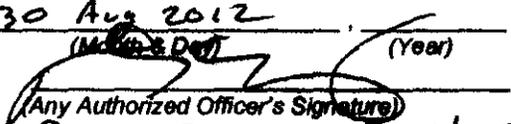
11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? No
- (b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated 30 Aug 2012  
(Month & Day) (Year)

  
(Any Authorized Officer's Signature)  
Roger Zona, President  
(Print Name and Title)

Telco Pros, Inc  
(Exact Name of Corporation)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.

FORM 127064 0111  
07000375



No. **8935886**

6-12/410

CASHIER'S CHECK

DATE OCTOBER 22, 2012

DATE \_\_\_\_\_

PAY TO THE ORDER OF SECRETARY OF STATE

\$ 175.00

ONE HUNDRED SEVENTY FIVE AND 00 / 100 \*\*\*\*\*

DOLLARS

Security feature included. Details on back.

TELCO PROS

REMITTER

PNC Bank, National Association



*[Signature]*  
OFFICIAL SIGNATURE

⑈00935986⑈ ⑆041000124⑆ 4000020309⑈