

Affidavit of Michael Melka

I, Michael Melka, declare as follows:

1. I am Chief Financial Officer for Avenu Holdings, LLC and subsidiaries ("Avenu"), a Virginia-based company with headquarters located at 5860 Trinity Parkway, Suite 120, Centreville, Virginia.
2. Avenu is a privately held business entity organized under the laws of the State of Delaware.
3. On August 3, 2018, Avenu and Conduent Incorporated ("Conduent") entered into an agreement for the purchase and sale of certain Conduent assets and entities. The final Purchase Agreement and Asset Contribution Agreement was executed on September 28, 2018.
4. The Asset Contribution Agreement included the sale of some, but not all, assets held by the Conduent subsidiary known as Conduent State & Local Solutions, Inc.
5. In advance of and preparation for the acquisition by Avenu of assets held by Conduent State & Local Solutions, Inc., specific Conduent State & Local Solutions, Inc. contracts were moved to a new legal entity known as CSLS Holdings, LLC.
6. Federal Employer Identification Number (FEIN) 83-0713958 was assigned by the Internal Revenue Service (IRS) to CSLS Holdings, LLC.
7. Ownership of CSLS Holdings, LLC. was transferred to Avenu on September 28, 2018, pursuant to Purchase Agreement between Avenu & Conduent.
8. On October 13, 2018, Avenu filed a request with the State of Delaware to change the name of CSLS Holdings, LLC. to Avenu SLS Holdings, LLC.
9. On October 30, 2018, the Secretary of State of the State of Delaware certified the name change amendment. That Certification is attached hereto as Exhibit 1.
10. IRS records will show the name Avenu SLS Holdings, LLC as associated with (FEIN) 83-0713958 after Avenu filing of final form 1065 for 2018 in June 2019.

I declare that the forgoing is true and correct.

Executed this 15 day of April, 2019, at Centreville, Virginia.

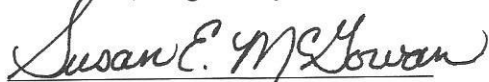


Michael Melka, Chief Financial Officer
Avenu Holdings, LLC

Commonwealth of Virginia

County of FAIRFAX

The forgoing instrument was acknowledged before me this 15 day of April, 2019, at Centreville, Virginia, by Michael Melka, to be his free act and deed.



Notary Public Signature

Name: SUSAN E. MCGOWAN

Seal My Commission expires: 3/31/22
7244936



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 AMENDMENT OF "CSLS HOLDINGS, LLC", CHANGING ITS NAME FROM "CSLS HOLDINGS, LLC" TO "AVENU SLS HOLDINGS, LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 2018, AT 6:38 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

6896493 8100
SR# 20187402212

Authentication: 203715730
Date: 10-30-18

You may verify this certificate online at corp.delaware.gov/authver.shtml

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT**

1. Name of Limited Liability Company: _____
CSLS HOLDINGS, LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows:

FIRST: The name of the Limited Liability Company is AVENU SLS HOLDINGS, LLC

SECOND: The address of its registered office in the state of Delaware is 3500 South DuPont Highway Dover, DE 19901, County of Kent, Delaware. The name of its registered agent at such address is Interstate Agent Services, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 30TH day of OCTOBER, A.D. 2018.

By: /S/ALEX ENGLARD
Authorized Person(s)

Name: ALEX ENGLARD
Print or Type



January 29, 2019

Subject: Remittance and Banking Information Change

Dear Valued Client:

On September 28, 2018, our company was acquired by Avenu Insights and Analytics, LLC (“Avenu”). The combined companies now have a customer base of nearly 3,000 state and local governments in the 50 states and Canada.

The transaction was a complicated one, involving the acquisition of several Conduent entities located in Canada, India and the United States (the “Acquired Entities”). However, boiled to its essence, the sale was a simple equity sale, meaning Avenu paid a certain sum in exchange for ownership of all of the issued and outstanding equity securities for each of the Acquired Entities.

What does all of this mean from a practical standpoint? It means that Avenu purchased 100% of the equity interests in the various separately incorporated entities that together make up the acquisition. The good news is, by virtue of its ownership of the Acquired Entities, it doesn’t matter who the real party-in-interest is on your contract. Avenu owns the rights and obligations to that contract, even if the name on the contract is still an ACS or Xerox company (in which case Avenu owns the successor-in-interest to that ACS or Xerox entity).

In the vast majority of cases, because Avenu owns 100% of the company your organization is under contract to, there is no need for a tri-party assignment and assumption agreement signed by Avenu, your organization and one of the predecessor entities (Conduent, or Xerox or ACS). Rather, all you need to do as soon as practicable upon receipt of this letter is change the remittance address and banking information as set forth in Exhibit 1.

Why we need your help to do this quickly is very simple. Right now, payments for services Avenu is providing are still being made to Conduent who in turn is supposed to remit those funds to us. We are now ready to transition off of the Conduent accounting system and move all of the Acquired Interests to our accounting system.

By this letter we are: (i) providing you with new remittance addresses and banking information; and (ii) putting you on notice that we will invoice your organization directly beginning on or before February 28, 2019.

We appreciate the opportunity to continue to serve your organization and are fully committed to providing you the benefit of the Avenu approach to client service. Please do not hesitate to contact me if you have any questions about Avenu or our services and products.

Sincerely

A handwritten signature in black ink that reads 'Daryl Savage'. The signature is written in a cursive style with a large, looped 'D' and 'S'.

Daryl Savage
General Counsel
Avenu Insights and Analytics, LLC



Exhibit 1

Remittance and Banking Information

Please forward all payments pursuant to the remittance information below:

EFT – ACH (preferred)

Account Name: Avenu Holdings, LLC

ABA/Routing: 051-000-017

Account Number: 435029067110

EFT – Wire Transfer

Account Name: Avenu Holdings, LLC

ABA/Routing: 026-009-593

Account Number: 435029067110

SWIFT: BOFAUS3N

Check Payments

Avenu Holdings, LLC

P. O. Box 841262

Dallas, TX 75284-1262



Franchise Tax Account Status

As of : 05/09/2019 14:10:22

This Page is Not Sufficient for Filings with the Secretary of State

AVENU INSIGHTS & ANALYTICS, LLC	
Texas Taxpayer Number	13420501218
Mailing Address	5860 TRINITY PKWY STE 120 CENTREVILLE, VA 20120-1999
Right to Transact Business in Texas	ACTIVE
State of Formation	DE
Effective SOS Registration Date	02/05/2009
Texas SOS File Number	0801084182
Registered Agent Name	CSC-LAWYERS INCORPORATING SERVICE COMPANY
Registered Office Street Address	211 E. 7TH STREET SUITE 620 AUSTIN, TX 78701

Request for Taxpayer Identification Number and Certification

Give Form to the requester. Do not send to the IRS.

▶ Go to www.irs.gov/FormW9 for instructions and the latest information.

Print or type. See Specific Instructions on page 3.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.
Government Revenue Solutions Holdings I, LLC

2 Business name/disregarded entity name, if different from above
Avenu Government Systems, LLC (Disregarded Tax ID: 23-2154345)

3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only **one** of the following seven boxes.

Individual/sole proprietor or single-member LLC

C Corporation

S Corporation

Partnership

Trust/estate

Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ▶ **P**

Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is **not** disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner.

Other (see instructions) ▶

4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):

Exempt payee code (if any) _____

Exemption from FATCA reporting code (if any) _____

(Applies to accounts maintained outside the U.S.)

5 Address (number, street, and apt. or suite no.) See instructions.
2411 Dulles Corner Park Suite 800

6 City, state, and ZIP code
Herndon, VA 20171

7 List account number(s) here (optional)

Requester's name and address (optional)

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

Note: If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number									
			-			-			
or									
Employer identification number									
8	1	-	4	9	3	2	8	8	5

Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
- I am a U.S. citizen or other U.S. person (defined below); and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here	Signature of U.S. person ▶ 	Date ▶ 1/14/19
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General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/FormW9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (interest earned or paid)

- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding, later.

