

ORIGINAL



0000115660

RECEIVED

BEFORE THE ARIZONA CORPORATION COMMISSION

2010 AUG 12 P 4:38

KRISTIN K. MAYES  
Chairman

ARIZONA CORPORATION COMMISSION  
CLERK OF COMMISSION

GARY PIERCE  
Commissioner

PAUL NEWMAN  
Commissioner

Arizona Corporation Commission  
DOCKETED

SANDRA D. KENNEDY  
Commissioner

AUG 12 2010

BOB STUMP  
Commissioner

DOCKETED BY

In the Matter of the Joint Application of )  
)  
Comtel Telecom Assets LP, )  
Matrix Telecom, Inc. )  
and )  
Americatel Corporation )  
)  
For Approval (1) of the Transfer of )  
Assets and Customers from Comtel )  
Telcom Assets LP to Matrix Telecom, )  
Inc. and (2) for Matrix Telecom, Inc. and )  
Americatel Corporation to Encumber )  
Their Assets )

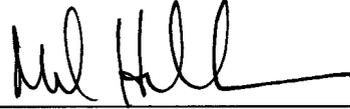
Docket Nos.T-20423A-10-0153  
T-03228A-10-0153  
T-03517A-10-0153

**NOTICE OF COMPLIANCE FILING**

In compliance with Decision No. 71786, attached is a copy of the Company's rider increasing its performance bond to \$135,000. The original will be delivered to the Commission's Business Office.

1 RESPECTFULLY SUBMITTED this 12th day of August, 2010.

2 LEWIS AND ROCA LLP

3 

4 \_\_\_\_\_  
5 Thomas H. Campbell  
6 Michael T. Hallam  
7 40 North Central Avenue  
8 Phoenix, AZ 85004  
9 Counsel for Applicants

10 ORIGINAL and thirteen (13) copies  
11 of the foregoing filed this 12th day  
12 of August, 2010 with:

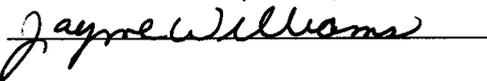
13 Docket Control  
14 Arizona Corporation Commission  
15 1200 West Washington Street  
16 Phoenix, Arizona 85007

17 Copy of the foregoing hand-delivered this  
18 12th day of August, 2010 to:

19 Lyn Farmer, Chief Administrative Law Judge  
20 Hearing Division  
21 Arizona Corporation Commission  
22 1200 West Washington Street  
23 Phoenix, Arizona 85007

24 Janice Alward, Chief Counsel, Legal Division  
25 Arizona Corporation Commission  
26 1200 West Washington Street  
Phoenix, Arizona 85007

Steven M. Olea, Director, Utilities Division  
Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, Arizona 85007



**RIDER**

BOND NO. ~~XXXXXXXXXX~~ EFFECTIVE DATE OF ENDORSEMENT: August 12, 2010

PRINCIPAL: Matrix Telecom, Inc.

OBLIGEE: State of Arizona

DATE OF BOND: January 12, 2007

This Endorsement is to be attached to and form a part of the above described bond.

The surety hereby gives its consent to increase the amount of the above captioned bond

FROM: One Hundred Twenty Five Thousand and no/100---(\$125,000.00) DOLLARS

TO: One Hundred Thirty Five Thousand and no/100---(\$135,000.00) DOLLARS

Nothing herein contained shall be held to vary, alter, waive or extend any of the terms, conditions, provisions, agreements or limitations of the above mentioned bond other than as above stated.

Signed and Dated on August 12, 2010

Matrix Telecom, Inc.

By:

Westchester Fire Insurance Company

Surety

BY:   
Laurie Pflug, Attorney-in-fact

# Power of Attorney

## WESTCHESTER FIRE INSURANCE COMPANY

Know all men by these presents: That WESTCHESTER FIRE INSURANCE COMPANY, a corporation of the State of New York, having its principal office in the City of Atlanta, Georgia pursuant to the following Resolution, adopted by the Board of Directors of the said Company on December 11, 2006, to wit:

- "RESOLVED, that the following authorizations relate to the execution, for and on behalf of the Company, of bonds, undertakings, recognizances, contracts and other written commitments of the Company entered into the ordinary course of business (each a "Written Commitment"):
- (1) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise.
  - (2) Each duly appointed attorney-in-fact of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise, to the extent that such action is authorized by the grant of powers provided for in such persons written appointment as such attorney-in-fact.
  - (3) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to appoint in writing any person the attorney-in-fact of the Company with full power and authority to execute, for and on behalf of the Company, under the seal of the Company or otherwise, such Written Commitments of the Company as may be specified in such written appointment, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
  - (4) Each of the Chairman, the President and Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to delegate in writing any other officer of the Company the authority to execute, for and on behalf of the Company, under the Company's seal or otherwise, such Written Commitments of the Company as are specified in such written delegation, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
  - (5) The signature of any officer or other person executing any Written Commitment or appointment or delegation pursuant to this Resolution, and the seal of the Company, may be affixed by facsimile on such Written Commitment or written appointment or delegation.

FURTHER RESOLVED, that the foregoing Resolution shall not be deemed to be an exclusive statement of the powers and authority of officers, employees and other persons to act for and on behalf of the Company, and such Resolution shall not limit or otherwise affect the exercise of any such power or authority otherwise validly granted or vested.

FURTHER RESOLVED, that the Resolution of the Board of Directors of the Company adopted at the meeting held on November 8, 1999 relating to the authorization of certain persons to execute, for and on behalf of the Company, Written Commitments and appointments and delegations, is hereby rescinded.

Does hereby nominate, constitute and appoint B. L. Kellar, Barbara L Raedeke, Dennis Loots, Jill N Swanson, Laurie Pflug, Nicole Tangle, Nina E Werstein, Ray C Hennington, Teresa Hammers, all of the City of MINNEAPOLIS, Minnesota, each individually if there be more than one named, its true and lawful attorney-in-fact, to make, execute, seal and deliver on its behalf, and as its act and deed any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof in penalties not exceeding Ten million dollars & zero cents (\$10,000,000.00) and the execution of such writings in pursuance of these presents shall be as binding upon said Company, as fully and amply as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office,

IN WITNESS WHEREOF, the said Stephen M. Haney, Vice-President, has hereunto subscribed his name and affixed the Corporate seal of the said WESTCHESTER FIRE INSURANCE COMPANY this 28 day of May 2010.

WESTCHESTER FIRE INSURANCE COMPANY



*Stephen M. Haney*  
Stephen M. Haney, Vice President

COMMONWEALTH OF PENNSYLVANIA  
COUNTY OF PHILADELPHIA ss.

On this 28 day of May, AD: 2010 before me, a Notary Public of the Commonwealth of Pennsylvania in and for the County of Philadelphia came Stephen M. Haney, Vice-President of the WESTCHESTER FIRE INSURANCE COMPANY to me personally known to be the individual and officer who executed the preceding instrument, and he acknowledged that he executed the same, and that the seal affixed to the preceding instrument is the corporate seal of said Company; that the said corporate seal and his signature were duly affixed by the authority and direction of the said corporation, and that Resolution, adopted by the Board of Directors of said Company, referred to in the preceding instrument, is now in force.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Philadelphia the day and year first above written.



COMMONWEALTH OF PENNSYLVANIA  
NOTARIAL SEAL  
KAREN E. BRANDT, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires September 26, 2010

*Karen E. Brandt*  
Notary Public

I, the undersigned Assistant Secretary of the WESTCHESTER FIRE INSURANCE COMPANY, do hereby certify that the original POWER OF ATTORNEY, of which the foregoing is a substantially true and correct copy, is in full force and effect.

In witness whereof, I have hereunto subscribed my name as Assistant Secretary, and affixed the corporate seal of the Corporation, this 12 day of August 2010



*William L. Kelly*  
William L. Kelly, Assistant Secretary

THIS POWER OF ATTORNEY MAY NOT BE USED TO EXECUTE ANY BOND WITH AN INCEPTION DATE AFTER May 28, 2012.