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ORIGINAL

AZ CORP COMMISSION  
DOCKET CONTROL

02 January 2014

Ernest Johnson, Executive Director  
Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, AZ 85007

T-20590A-08-0175  
Decision: 70976

RE: Filing Regarding the Transfer of Control of Intelepeer, Inc. to Peerless Network, Inc., Bond Requirement

Dear Mr. Johnson:

Please find attached the original bonds in the total amount of \$235,000. The beneficiary of this bond is the Arizona Corporation Commission. These bonds are intended to replace the letters of credit issued on behalf of Intelepeer, Inc.

If you have any questions concerning this filing, please feel free to contact me at 312-878-4137 or at [joost@peerlessnetwork.com](mailto:joost@peerlessnetwork.com). Thank you.

Sincerely,

Julie Oost  
Vice President, Regulatory Affairs

Arizona Corporation Commission  
DOCKETED

JAN 06 2014

DOCKETED BY

Bond No: [REDACTED]

### LICENSE OR PERMIT BOND

KNOW ALL BY THESE PRESENTS, that we, Airus, LLC as Principal, and Washington International Insurance Company, a Arizona, Corporation are held and firmly bound unto Arizona Corporation Commission as Obligee, in the penal sum of Twenty Five Thousand and no/100 Dollars (\$ 25,000.00 ), good and lawful money of the United States, for payment of which well and truly to be made, we bind ourselves, and our heirs, executors, administrators, jointly and severally, firmly by these presents.

WHEREAS, the said Principal has applied to said Obligee for a license or permit to do business as to act as a Local Exchange Reseller.

NOW THEREFORE, THE CONDITION OF THIS OBLIGATION IS SUCH, that, if Principal shall faithfully observe and honestly comply with the provisions of all Laws or Ordinances of Obligee regulating the business for which license or permit is issued, then this obligation shall be void; otherwise to be and remain in full force and effect.

**PROVIDED HOWEVER:**



Until canceled as herein provided:

This bond may be canceled by the Surety by sending notice in writing to the Obligee, stating when, not less then sixty (60) days thereafter, liability shall terminate as to subsequent acts or omissions of the Principal.

Signed, sealed and dated this 31st day of December, 2013.

Surety: Washington International Insurance Company

By: Josefina Rojo  
Josefina Rojo, Attorney-in-Fact

Principal: Airus, LLC

By: John Bannick

NAS SURETY GROUP

NORTH AMERICAN SPECIALTY INSURANCE COMPANY
WASHINGTON INTERNATIONAL INSURANCE COMPANY

GENERAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, THAT North American Specialty Insurance Company, a corporation duly organized and existing under laws of the State of New Hampshire, and having its principal office in the City of Manchester, New Hampshire, and Washington International Insurance Company, a corporation organized and existing under the laws of the State of New Hampshire and having its principal office in the City of Schaumburg, Illinois, each does hereby make, constitute and appoint:

ADAM J. CANTU, JACQUELYN M. NORSTROM, JUDITH A. McGOOGAN,

JOSEFINA ROJO and JOHN P. HARNEY

JOINTLY OR SEVERALLY

Its true and lawful Attorney(s)-in-Fact, to make, execute, seal and deliver, for and on its behalf and as its act and deed, bonds or other writings obligatory in the nature of a bond on behalf of each of said Companies, as surety, on contracts of suretyship as are or may be required or permitted by law, regulation, contract or otherwise, provided that no bond or undertaking or contract or suretyship executed under this authority shall exceed the amount of:

FIVE MILLION (\$5,000,000.00) DOLLARS

This Power of Attorney is granted and is signed by facsimile under and by the authority of the following Resolutions adopted by the Boards of Directors of both North American Specialty Insurance Company and Washington International Insurance Company at meetings duly called and held on the 9th of May, 2012:

"RESOLVED, that any two of the Presidents, any Managing Director, any Senior Vice President, any Vice President, any Assistant Vice President, the Secretary or any Assistant Secretary be, and each or any of them hereby is authorized to execute a Power of Attorney qualifying the attorney named in the given Power of Attorney to execute on behalf of the Company bonds, undertakings and all contracts of surety, and that each or any of them hereby is authorized to attest to the execution of any such Power of Attorney and to attach therein the seal of the Company; and it is

FURTHER RESOLVED, that the signature of such officers and the seal of the Company may be affixed to any such Power of Attorney or to any certificate relating thereto by facsimile, and any such Power of Attorney or certificate bearing such facsimile signatures or facsimile seal shall be binding upon the Company when so affixed and in the future with regard to any bond, undertaking or contract of surety to which it is attached."



By [Signature] Steven P. Anderson, Senior Vice President of Washington International Insurance Company & Senior Vice President of North American Specialty Insurance Company



By [Signature] David M. Layman, Vice President of Washington International Insurance Company & Vice President of North American Specialty Insurance Company

IN WITNESS WHEREOF, North American Specialty Insurance Company and Washington International Insurance Company have caused their official seals to be hereunto affixed, and these presents to be signed by their authorized officers this 28th day of August, 2012.

North American Specialty Insurance Company
Washington International Insurance Company

State of Illinois
County of Cook ss:

On this 28th day of August, 2012, before me, a Notary Public personally appeared Steven P. Anderson, Senior Vice President of Washington International Insurance Company and Senior Vice President of North American Specialty Insurance Company and David M. Layman, Vice President of Washington International Insurance Company and Vice President of North American Specialty Insurance Company, personally known to me, who being by me duly sworn, acknowledged that they signed the above Power of Attorney as officers of and acknowledged said instrument to be the voluntary act and deed of their respective companies.



[Signature] Donna D. Sklens, Notary Public

I, Jeffrey Goldberg, the duly elected Assistant Secretary of North American Specialty Insurance Company and Washington International Insurance Company, do hereby certify that the above and foregoing is a true and correct copy of a Power of Attorney given by said North American Specialty Insurance Company and Washington International Insurance Company, which is still in full force and effect.

IN WITNESS WHEREOF, I have set my hand and affixed the seals of the Companies this 31st day of December, 2013.

[Signature] Jeffrey Goldberg, Vice President & Assistant Secretary of Washington International Insurance Company & North American Specialty Insurance Company

State of Illinois  
County of Cook

On this 31st day of December 2013, before me personally appeared  
Josefina Rojo, known to me to be the Attorney-in-fact of  
Washington International Insurance Company, the corporation that executed the  
within instrument, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at my office in the  
aforesaid county, the day and year in this certificate first above written.

(Seal)



  
(Notary Public)

Bond No [REDACTED]

LICENSE OR PERMIT BOND

KNOW ALL BY THESE PRESENTS, that we, Airus, LLC as Principal, and Washington International Insurance Company, a Arizona, Corporation are held and firmly bound unto Arizona Corporation Commission as Obligee, in the penal sum of Ten Thousand and no/100 Dollars (\$ 10,000.00 ), good and lawful money of the United States, for payment of which well and truly to be made, we bind ourselves, and our heirs, executors, administrators, jointly and severally, firmly by these presents.

WHEREAS, the said Principal has applied to said Obligee for a license or permit to do business as to act as a Long Distance Reseller.

NOW THEREFORE, THE CONDITION OF THIS OBLIGATION IS SUCH, that, if Principal shall faithfully observe and honestly comply with the provisions of all Laws or Ordinances of Obligee regulating the business for which license or permit is issued, then this obligation shall be void; otherwise to be and remain in full force and effect.

PROVIDED HOWEVER:



Until canceled as herein provided:

This bond may be canceled by the Surety by sending notice in writing to the Obligee, stating when, not less than sixty (60) days thereafter, liability shall terminate as to subsequent acts or omissions of the Principal.

Signed, sealed and dated this 31st day of December, 2013.

Surety: Washington International Insurance Company

Principal: Airus, LLC

By: Josefina Rojo  
Josefina Rojo, Attorney-in-Fact

By: [Signature]

NAS SURETY GROUP

NORTH AMERICAN SPECIALTY INSURANCE COMPANY
WASHINGTON INTERNATIONAL INSURANCE COMPANY

GENERAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, THAT North American Specialty Insurance Company, a corporation duly organized and existing under laws of the State of New Hampshire, and having its principal office in the City of Manchester, New Hampshire, and Washington International Insurance Company, a corporation organized and existing under the laws of the State of New Hampshire and having its principal office in the City of Schaumburg, Illinois, each does hereby make, constitute and appoint:

ADAM J. CANTU, JACQUELYN M. NORSTROM, JUDITH A. McGOOGAN,

JOSEFINA ROJO and JOHN P. HARNEY

JOINTLY OR SEVERALLY

Its true and lawful Attorney(s)-in-Fact, to make, execute, seal and deliver, for and on its behalf and as its act and deed, bonds or other writings obligatory in the nature of a bond on behalf of each of said Companies, as surety, on contracts of suretyship as are or may be required or permitted by law, regulation, contract or otherwise, provided that no bond or undertaking or contract or suretyship executed under this authority shall exceed the amount of:

FIVE MILLION (\$5,000,000.00) DOLLARS

This Power of Attorney is granted and is signed by facsimile under and by the authority of the following Resolutions adopted by the Boards of Directors of both North American Specialty Insurance Company and Washington International Insurance Company at meetings duly called and held on the 9th of May, 2012:

"RESOLVED, that any two of the Presidents, any Managing Director, any Senior Vice President, any Vice President, any Assistant Vice President, the Secretary or any Assistant Secretary be, and each or any of them hereby is authorized to execute a Power of Attorney qualifying the attorney named in the given Power of Attorney to execute on behalf of the Company bonds, undertakings and all contracts of surety, and that each or any of them hereby is authorized to attest to the execution of any such Power of Attorney and to attach therein the seal of the Company; and it is

FURTHER RESOLVED, that the signature of such officers and the seal of the Company may be affixed to any such Power of Attorney or to any certificate relating thereto by facsimile, and any such Power of Attorney or certificate bearing such facsimile signatures or facsimile seal shall be binding upon the Company when so affixed and in the future with regard to any bond, undertaking or contract of surety to which it is attached."



By [Signature] Steven P. Anderson, Senior Vice President of Washington International Insurance Company & Senior Vice President of North American Specialty Insurance Company



By [Signature] David M. Layman, Vice President of Washington International Insurance Company & Vice President of North American Specialty Insurance Company

IN WITNESS WHEREOF, North American Specialty Insurance Company and Washington International Insurance Company have caused their official seals to be hereunto affixed, and these presents to be signed by their authorized officers this 28th day of August, 2012.

North American Specialty Insurance Company
Washington International Insurance Company

State of Illinois
County of Cook ss:

On this 28th day of August, 2012, before me, a Notary Public personally appeared Steven P. Anderson, Senior Vice President of Washington International Insurance Company and Senior Vice President of North American Specialty Insurance Company and David M. Layman, Vice President of Washington International Insurance Company and Vice President of North American Specialty Insurance Company, personally known to me, who being by me duly sworn, acknowledged that they signed the above Power of Attorney as officers of and acknowledged said instrument to be the voluntary act and deed of their respective companies.



[Signature] Donna D. Sklens, Notary Public

I, Jeffrey Goldberg, the duly elected Assistant Secretary of North American Specialty Insurance Company and Washington International Insurance Company, do hereby certify that the above and foregoing is a true and correct copy of a Power of Attorney given by said North American Specialty Insurance Company and Washington International Insurance Company, which is still in full force and effect.

IN WITNESS WHEREOF, I have set my hand and affixed the seals of the Companies this 31st day of December, 2013.

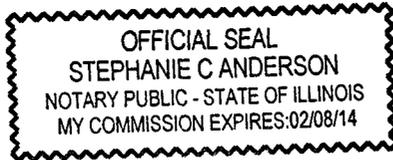
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County of Cook

On this 31st day of December 2013, before me personally appeared  
Josefina Roio, known to me to be the Attorney-in-fact of  
Washington International Insurance Company, the corporation that executed the  
within instrument, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at my office in the  
aforesaid county, the day and year in this certificate first above written.

(Seal)



Stephanie C Anderson  
(Notary Public)

Bond No: [REDACTED]

### LICENSE OR PERMIT BOND

KNOW ALL BY THESE PRESENTS, that we, Airus, LLC as Principal, and Washington International Insurance Company, a Arizona, Corporation are held and firmly bound unto Arizona Corporation Commission as Oblige, in the penal sum of One Hundred Thousand and no/100 Dollars (\$ 100,000.00 ), good and lawful money of the United States, for payment of which well and truly to be made, we bind ourselves, and our heirs, executors, administrators, jointly and severally, firmly by these presents.

WHEREAS, the said Principal has applied to said Oblige for a license or permit to do business as to act as a Facilities-Based Provider of Long Distance.

NOW THEREFORE, THE CONDITION OF THIS OBLIGATION IS SUCH, that, if Principal shall faithfully observe and honestly comply with the provisions of all Laws or Ordinances of Oblige regulating the business for which license or permit is issued, then this obligation shall be void; otherwise to be and remain in full force and effect.

**PROVIDED HOWEVER:**



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Signed, sealed and dated this 31st day of December, 2013.

Surety: Washington International Insurance Company

By:

Josefina Rojo  
Josefina Rojo, Attorney-in-Fact

Principal: Airus, LLC

By:

John Bannick

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NORTH AMERICAN SPECIALTY INSURANCE COMPANY
WASHINGTON INTERNATIONAL INSURANCE COMPANY

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FURTHER RESOLVED, that the signature of such officers and the seal of the Company may be affixed to any such Power of Attorney or to any certificate relating thereto by facsimile, and any such Power of Attorney or certificate bearing such facsimile signatures or facsimile seal shall be binding upon the Company when so affixed and in the future with regard to any bond, undertaking or contract of surety to which it is attached."



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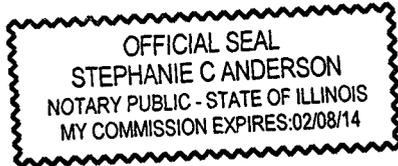
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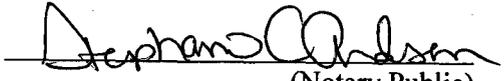
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(Seal)



  
(Notary Public)

Bond No. [REDACTED]

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By:

Josefina Rojo  
Josefina Rojo, Attorney-in-Fact

By:

John Barnes

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WASHINGTON INTERNATIONAL INSURANCE COMPANY

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Washington International Insurance Company

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County of Cook ss:

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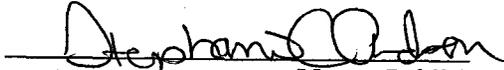
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(Seal)



  
(Notary Public)