



February 25, 2002

FEB 27 2002

David Waddell, Executive Secretary  
Tennessee Regulatory Authority  
460 Robertson Parkway  
Nashville, TN 37243-0505

RE: eMeritus Communications, Inc.  
Company ID: 111378

Dear Mr. Waddell:

Pursuant to staff request, enclosed please find a duplicate original of the surety bond eMeritus Communications, Inc., previously filed with the Tennessee Regulatory Authority in September 2001.

Please date-stamp the enclosed extra copy of this letter and return it in the attached self-addressed stamped envelope. Should there be any questions concerning this matter, please do not hesitate to contact the undersigned by calling toll-free 1-800-783-2909, or direct at 1-214-863-8720.

Respectfully Submitted,

A handwritten signature in dark ink, appearing to read "Jerry G. Kirby, Sr.", written over a horizontal line.

Jerry G. Kirby, Sr. Tariff Manager  
Regulatory Affairs Department

JGK/cdw

**TENNESSEE REGULATORY AUTHORITY**

**Sample #1**

**TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND**

Bond #: 6129644

**WHEREAS**, eMeritus Communications, Inc. (the "Principal"),  
has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee; and

**WHEREAS**, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

**WHEREAS**, SAFECO Insurance Company of America  
(The "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

**NOW THEREFORE, BE IT KNOWN**, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

This bond shall become effective on the 1st day of September, 2001 and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

**PRINCIPAL**

**SURETY**

eMeritus Communications, Inc.  
Name of Company authorized by the TRA

SAFECO Insurance Company of America

Name of Surety

Company ID # as assigned by TRA

1600 N. Collins Blvd., Richardson, TX 75083

Address of Surety

SIGNATURE OF PRINCIPAL

Jeffrey J. Walker  
Name: Jeffrey J. Walker  
Title: Secretary

SIGNATURE OF SURETY AGENT

Carmen Mims  
Name: Carmen Mims  
Title: Attorney-In-Fact

Address of Surety Agent:  
Marsh USA Inc.

1601 Elm Street, Suite 2100  
Dallas, TX 75201

**THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)**



**SAFECO**

POWER  
OF ATTORNEY

SAFECO INSURANCE COMPANY OF AMERICA  
GENERAL INSURANCE COMPANY OF AMERICA  
HOME OFFICE: SAFECO PLAZA  
SEATTLE, WASHINGTON 98185

No. 7386

**KNOW ALL BY THESE PRESENTS:**

That **SAFECO INSURANCE COMPANY OF AMERICA** and **GENERAL INSURANCE COMPANY OF AMERICA**, each a Washington corporation, does each hereby appoint

\*\*\*\*\*LAWRENCE W. WALDIE; CARMEN MIMS; BRIAN M. LEBOW; DEBORAH GRIFFITH; ALLYSON DEAN; BRIDGETTE S. JACKSON; Dallas, Texas\*\*\*\*\*

its true and lawful attorney(s)-in-fact, with full authority to execute on its behalf fidelity and surety bonds or undertakings and other documents of a similar character issued in the course of its business, and to bind the respective company thereby.

IN WITNESS WHEREOF, **SAFECO INSURANCE COMPANY OF AMERICA** and **GENERAL INSURANCE COMPANY OF AMERICA** have each executed and attested these presents

this 1st day of June, 2001

*R.A. Pierson*

R.A. PIERSON, SECRETARY

*Mike McGavick*

MIKE MCGAVICK, PRESIDENT

**CERTIFICATE**

Extract from the By-Laws of **SAFECO INSURANCE COMPANY OF AMERICA**  
and of **GENERAL INSURANCE COMPANY OF AMERICA**:

"Article V, Section 13. - FIDELITY AND SURETY BONDS ... the President, any Vice President, the Secretary, and any Assistant Vice President appointed for that purpose by the officer in charge of surety operations, shall each have authority to appoint individuals as attorneys-in-fact or under other appropriate titles with authority to execute on behalf of the company fidelity and surety bonds and other documents of similar character issued by the company in the course of its business... On any instrument making or evidencing such appointment, the signatures may be affixed by facsimile. On any instrument conferring such authority or on any bond or undertaking of the company, the seal, or a facsimile thereof, may be impressed or affixed or in any other manner reproduced; provided, however, that the seal shall not be necessary to the validity of any such instrument or undertaking."

Extract from a Resolution of the Board of Directors of **SAFECO INSURANCE COMPANY OF AMERICA**  
and of **GENERAL INSURANCE COMPANY OF AMERICA** adopted July 28, 1970.

"On any certificate executed by the Secretary or an assistant secretary of the Company setting out,

- (i) The provisions of Article V, Section 13 of the By-Laws, and
- (ii) A copy of the power-of-attorney appointment, executed pursuant thereto, and
- (iii) Certifying that said power-of-attorney appointment is in full force and effect,

the signature of the certifying officer may be by facsimile, and the seal of the Company may be a facsimile thereof."

I, R.A. Pierson, Secretary of **SAFECO INSURANCE COMPANY OF AMERICA** and of **GENERAL INSURANCE COMPANY OF AMERICA**, do hereby certify that the foregoing extracts of the By-Laws and of a Resolution of the Board of Directors of these corporations, and of a Power of Attorney issued pursuant thereto, are true and correct, and that both the By-Laws, the Resolution and the Power of Attorney are still in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the facsimile seal of said corporation

this 1st day of September, 2001



*R.A. Pierson*

R.A. PIERSON, SECRETARY

# TENNESSEE REGULATORY AUTHORITY

Sample #1

## TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: K0 66 71 04 4

**WHEREAS**, eMeritus Communications, Inc. (the "Principal"), has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee; and

**WHEREAS**, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

**WHEREAS**, Westchester Fire Insurance Company (The "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

This bond shall become effective on the 01 day of May, 2002 and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

### PRINCIPAL

eMeritus Communications, Inc.  
Name of Company authorized by the TRA  
111378  
Company ID # as assigned by TRA

### SURETY

Westchester Fire Insurance Company  
Name of Surety  
500 Colonial Centre Prky., Suite 200, Roswell, GA 30076  
Address of Surety

### SIGNATURE OF PRINCIPAL

Kevin W. McAllen  
Name:  
Title:

### SIGNATURE OF SURETY AGENT

Brian Fitzsimmons  
Name: Brian Fitzsimmons  
Title: Attorney In Fact

1560 Sawgrass Corporate Parkway, Suite 300  
Address of Surety Agent:  
Sunrise, Florida 33324

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

FILE COPY

### ACKNOWLEDGMENT OF PRINCIPAL

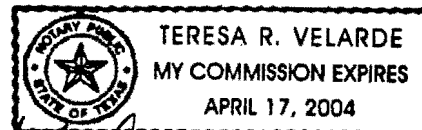
STATE OF ~~TENNESSEE~~ TEXAS  
COUNTY OF DALLAS

Before me, a Notary Public of the State and County aforesaid, personally appeared KEVIN MCALEER with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of QMERITHS COMMUNICATIONS, and he acknowledged to me that he executed the same.

WITNESS my hand and seal this 14th day of May, 2002.

My Commission Expires:

APRIL 17, 2004



Teresa R. Velarde  
Notary Public

### ACKNOWLEDGMENT OF SURETY

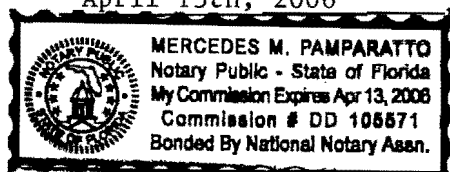
STATE OF ~~TENNESSEE~~ FLORIDA  
COUNTY OF BROWARD

Before me, a Notary Public of the State and County aforesaid, personally appeared Brian Fitzsimmons with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of Westchester Fire \*, the within named Surety, a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so, executed the foregoing bond, by signing the name of the corporation by himself and as such individual. \* Insurance Company.

WITNESS my hand and seal this 1st day of May, 2002.

My Commission Expires:

April 13th, 2006



Mercedes M. Pamparatto  
Notary Public - Mercedes M. Pamparatto

### APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory Authority, State of Tennessee, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

\_\_\_\_\_  
Name:  
Title:

# Power of Attorney

WESTCHESTER FIRE INSURANCE COMPANY

958162



**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 November 8, 1999, to wit:

"RESOLVED, that the following Rules shall govern the execution for the Company of bonds, undertakings, recognizances, contracts and other writings in the nature thereof:

- (1) That the President, any Senior Vice President, any Vice President, and Assistant Vice President, or any Attorney-in-Fact, may execute for and on behalf of the Company any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof, the same to be attested when necessary by the Corporate Secretary, or any Assistant Corporate Secretary, and the seal of the Company affixed thereto; and that the President, any Senior Vice President, any Vice President or any Assistant Vice President may appoint and authorize any other Officer (elected or appointed) of the Company, and Attorneys-in-Fact to so execute or attest to the execution of all such writings on behalf of the Company and to affix the seal of the Company thereto.
- (2) Any such writing executed in accordance with these Rules shall be as binding upon the Company in any case as though signed by the President and attested to by the Corporate Secretary.
- (3) The signature of the President, or a Senior Vice President, or a Vice President, or an Assistant Vice President and the seal of the Company may be affixed by facsimile on any power of attorney granted pursuant to this Resolution, and the signature of a certifying Officer and the seal of the Company may be affixed by facsimile to any certificate of any such power, and any such power or certificate bearing such facsimile signature and seal shall be valid and binding on the Company.
- (4) Such other Officers of the Company, and Attorneys-In-Fact shall have authority to certify or verify copies of this Resolution, the By-Laws of the Company, and any affidavit or record of the Company necessary to the discharge of their duties.
- (5) The passage of this Resolution does not revoke any earlier authority granted by Resolutions of the Board of Directors."

Does hereby nominate, constitute and appoint ILEANA PEREZ, JULI A. RUSSELL and BRIAN FITZSIMMONS all of the City of Sunrise, State of Florida, 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 One Million Dollars (\$1,000,000) 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 John J. Lupica, Vice-President, has hereunto subscribed his name and affixed the corporate seal of the said WESTCHESTER FIRE INSURANCE COMPANY this 11th day of May 2001.

WESTCHESTER FIRE INSURANCE COMPANY



*John J. Lupica*

John J. Lupica, Vice President

COMMONWEALTH OF PENNSYLVANIA  
COUNTY OF PHILADELPHIA ss.

On this 11th day of May, A.D. 2001, before me, a Notary Public of the Commonwealth of Pennsylvania in and for the County of Philadelphia came John J. Lupica, 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.



NOTARIAL SEAL  
Kathleen Tirri, Notary Public  
Philadelphia City, Philadelphia County  
My commission expires Sep. 22, 2003

*Kathleen Tirri*

Notary Public

I, the undersigned Secretary of 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 Secretary, and affixed the corporate seal of the Corporation, this 01 day of May 2001



*George D. Mulligan*

George D. Mulligan, Secretary

THIS POWER OF ATTORNEY MAY NOT BE USED TO EXECUTE ANY BOND WITH AN INCEPTION DATE AFTER May 11, 2003.

Not Valid for mortgage, note, loan, letter of credit, bank deposit, currency rate, interest rate of residual value guarantees.



NOTICE OF BOND  
CANCELLATION

111378  
SAFECO Insurance Company  
PO Box 34526  
Seattle, WA 98124-1526

CC: EMERITUS COMMUNICATIONS, INC.  
MARSH USA INC 37-6826

(OBLIGEE'S NAME/ADDRESS)

TO: TENNESSEE REGULATORY AUTHORITY  
460 JAMES ROBERTSON PKWY.  
NASHVILLE TN 37243-0505

You are hereby notified that SAFECO INSURANCE COMPANY OF AMERICA

Surety upon

Type of Bond: TELECOMMUNICAITONS SERVICE PROVIDER'S BOND

Bond No. 6129644

date effective 09/01/2001  
(MONTH, DAY, YEAR)

on behalf of (PRINCIPAL'S NAME/ADDRESS)

EMERITUS COMMUNICATIONS, INC.  
1000, RUE DE LA GAUCHETIERE OUEST  
MONTREAL PQ H3B 4X5

desires to cancel and does hereby cancel said bond in accordance with the cancellation provisions contained therein or in applicable laws or regulations. This notice is

mailed to you on 03/13/2002.  
(MONTH, DAY, YEAR)

and is effective 30 days upon receipt of this notice.

SAFECO INSURANCE COMPANY OF AMERICA

By: Sandra L. Roney  
Sandra L. Roney (ATTORNEY-IN-FACT)

Cancellation Acknowledged: (PLEASE SIGN AND RETURN THE DUPLICATE OF THIS NOTICE)

By: \_\_\_\_\_

Dated: \_\_\_\_\_  
(MONTH, DAY, YEAR)



CANCEL REASON: CN PER PRINCIPAL'S REQUEST - ACQUIRED