



TELECOMMUNICATIONS RESELLER'S BOND
PUBLIC SERVICE COMMISSION
 SFN 50826 (5-96)

BOND NO: K08662137

PRINCIPAL (Reseller)	Name McLeodUSA Telecommunications Services, Inc., dba PAETEC Business Services			
	Address 4001 North Rodney Parham	City Little Rock	State AR	Zip Code 72212
SURETY (Bonding Company)	Name Westchester Fire Insurance Company			
	Address 436 Walnut Street	City Philadelphia	State PA	Zip Code 19106

We, the above named PRINCIPAL and SURETY are bound to the State of North Dakota in the penal sum of (\$25,000.00) Twenty Five and No/100 Dollars. The payment of the penal sum shall bind the PRINCIPAL and SURETY, our heirs, legal representatives, successors, and assigns, jointly and severally under these obligations.

The PRINCIPAL is doing business in North Dakota as a reseller providing telecommunications services. This obligation covers all prepayments for service in this State including, but not limited to, front-end charges and prepaid monthly charges for services.

The condition of this obligation is as follows: if the PRINCIPAL faithfully performs all duties as a telecommunications reseller under the provisions of Certificate of Registration issued by the North Dakota Public Service Commission, complies with all laws of North Dakota pertaining to telecommunications companies and the rules of the Public Service Commission promulgated in connection therewith, and provides services in accordance with its legal obligations and agreements; then this obligation shall be void; otherwise it shall remain in effect.

Liability for this undertaking commences on April 11, ~~XX~~ 2012, and shall be continuous unless the SURETY by certified mail notifies the PRINCIPAL and the Public Service Commission that the surety bond has been canceled. The cancellation notice shall state that the surety bond will be canceled thirty (30) days after receipt by the Public Service Commission of the cancellation notice, or on a later date specified by the SURETY. In no event shall the aggregate liability of the SURETY accumulate above the face amount of the bond, unless the face amount is increased by appropriate endorsement or rider.

The liability of the SURETY for any violation of the obligations by the PRINCIPAL during the period of time the bond remains in effect shall remain in force for such period of time as may be permitted under the laws of the State of North Dakota. Bonding requirements may be increased or decreased by the Commission upon thirty (30) days notice to each PRINCIPAL and SURETY.

This bond, and the terms used herein, are governed by the provisions of Chapter 49-21 of the North Dakota Century Code, and Chapter 69-09-05 of the North Dakota Administrative Code.

Countersigned by North Dakota Resident Agent:

N/A

Name/Signature	Address	City,State(ND),Zip Code
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THIS SECTION TO BE COMPLETED BY PRINCIPAL

ACKNOWLEDGMENT OF PRINCIPAL

State of Arkansas)
 County of Saline) ss.
 On this 12 day of March, ~~19~~ 2012

before me personally appeared Mark Benzec known to me to be the person or said corporation described in and who executed the within instrument as PRINCIPAL and acknowledged to me that he/she or said corporation executed the same.

Leigh A. Anderson
 Signature of Principal
 Notary Public

My Commission expires September 1, 2013

(SEAL)

THIS SECTION TO BE COMPLETED BY SURETY

**ACKNOWLEDGMENT OF SURETY
(Corporate Officer)**

State of Arkansas)
 County of Pulaski) ss.
 On this 8th day of March, ~~19~~ 2012,

before me personally appeared Mary K. Swan known to me to be Attorney-in-Fact of said corporation that is described in and that executed the within instrument as SURETY, and acknowledged to me that such corporation executed the same.

Mary K. Swan, Attorney-in-Fact
 Name and Title of Person Signing for Surety

Mary K. Swan
 Signature
Brenda Smith
 Notary Public

My Commission expires September 1, 2013

(SEAL)

North Dakota Public Service Commission Telephone 701-328-2400
 State Capitol Bismarck, ND 58505-0480
 ATTORNEY-IN-FACT MUST ATTACH VALID POWER OF ATTORNEY FROM SURETY.

Power of Attorney

WESTCHESTER FIRE INSURANCE COMPANY

Know all men by these presents: That WESTCHESTER FIRE INSURANCE COMPANY, a corporation of the Commonwealth of Pennsylvania 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.

Does hereby nominate, constitute and appoint Brenda Smith, Cynthia W Thessing, Dianne Cowan, Fred B Stone, James R Hill, John Gerety, Jr., Mary K Swan, Michael L Wilson, William T Brookshire, all of the City of LITTLE ROCK, Arkansas, 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 Twenty Five million dollars & zero cents (\$25,000,000.00) 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 2 day of December 2011.

WESTCHESTER FIRE INSURANCE COMPANY



Stephen M. Haney
Stephen M. Haney, Vice President

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF PHILADELPHIA ss.

On this 2 day of December, AD. 2011 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, 2014

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 8th day of March 2012



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 December 02, 2013.

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