



March 9, 2017

Docketing Division  
Public Utilities Commission of Ohio  
180 East Broad Street, 11<sup>th</sup> Floor  
Columbus, OH 43215

***VIA FILE***

**RE: Case 17-0643-TP-ACO – *In the Matter of the Application of Airus, Inc. for change of ownership***

Dear Docketing Division:

On March 3, 2017, Airus, Inc. (“Airus”) submitted a Telecommunications Filing Form regarding a minor internal reorganization, which has no impact on ultimate ownership, control or operations of Airus. This issue has been docketed as Case No. 17-0643-TP-ACO. Enclosed are the supporting exhibits for that Filing Form.

If there are any questions concerning this filing, please feel free to contact me at 312-506-0933 or at [pphipps@peerlessnetwork.com](mailto:pphipps@peerlessnetwork.com). Thank you.

Sincerely,

DocuSigned by:  
*Patrick Phipps*  
BAAF0F8695A4401...

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Patrick Phipps  
Director Regulatory Affairs

# **ATTACHMENT A**

Secretary of State  
Documentation



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
01/30/2014	201402901370	FOREIGN/AMENDMENT (FAM)	50.00	.00		.00	.00

**Receipt**

This is not a bill. Please do not remit payment.

NIEHAUS & ASSOCIATES, LTD.  
ATTN: MONICA L. ZAPATA, PARALEGAL  
7150 GRANITE CIRCLE, SUITE 203  
TOLEDO, OH 43617

# STATE OF OHIO CERTIFICATE

**Ohio Secretary of State, Jon Husted**

**1881519**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**AIRUS, INC.**

and, that said business records show the filing and recording of:

Document(s)

**FOREIGN/AMENDMENT**

Document No(s):

**201402901370**

**Effective Date: 01/27/2014**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 30th day of January,  
A.D. 2014.

Ohio Secretary of State



Form 565 Prescribed by:

**JON HUSTED**  
**Ohio Secretary of State**

 Central Ohio: (614) 466-3910  
 Toll Free: (877) SOS-FILE (767-3453)  
[www.OhioSecretaryofState.gov](http://www.OhioSecretaryofState.gov)  
[Busserv@OhioSecretaryofState.gov](mailto:Busserv@OhioSecretaryofState.gov)

Mail this form to one of the following:

 Regular Filing (non expedite)  
 P.O. Box 1329  
 Columbus, OH 43216

 Expedite Filing (Two-business day processing  
 time requires an additional \$100.00).  
 P.O. Box 1390  
 Columbus, OH 43216

## Certificate of Amendment to Foreign Licensed Corporation Application (For-profit or Nonprofit Foreign Corporation)

**Filing Fee: \$50**  
**(179-FAM)**

A foreign corporation must file a Certificate of Amendment if, in amending its articles of incorporation, it modifies any of the information included in its application for license to transact business in Ohio or in any amendment to that application.

**Complete the following information (as currently on file in the Ohio Secretary of State's office).**

The foreign corporation named below amends its application for its license to transact business in Ohio.

 Name of Corporation 

(as registered in Jurisdiction of Formation)

 Assumed Name used in Ohio (if applicable) 

 Jurisdiction of Formation 

 Ohio License Number 

**Complete only the information below that has been amended.**

**The information provided below supersedes the information currently on file with the Ohio Secretary of State's Office.**

 Name of Corporation 

(as registered in Jurisdiction of Formation)

 Assumed Name used in Ohio (if applicable) 

 Jurisdiction of Formation 

Location of principal office

Mailing Address

City

State

ZIP Code

Location of any Ohio office

Mailing Address

City

Ohio

State

ZIP Code

A brief summary of the corporate purpose(s) to be exercised within the state:

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

**Required**

Must be signed by an authorized officer of the corporation.

Signature

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

By (if applicable)

Brian C. Kalas, Esq.

Print Name

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

# 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 "INTELEPEER, INC.", CHANGING ITS NAME FROM "INTELEPEER, INC." TO "AIRUS, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2013, AT 4:36 O'CLOCK P.M.

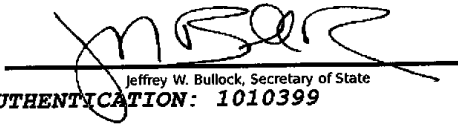
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4231218 8100

131418827

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1010399

DATE: 12-24-13

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:05 PM 12/12/2013  
FILED 04:36 PM 12/12/2013  
SRV 131418827 - 4231218 FILE

**CERTIFICATE OF AMENDMENT TO  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
INTELEPEER, INC.**

**INTELEPEER, INC.**, (the "**Corporation**") a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "**DGCL**"),

**DOES HEREBY CERTIFY:**

**FIRST:** The name of the Corporation is IntelPeer, Inc. and that this Corporation was originally incorporated pursuant to the DGCL on October 5, 2006 under the name Voex, Inc. An Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on January 31, 2012. A Certificate of Merger was filed with the Secretary of State of Delaware on July 23, 2012 which amended the Amended and Restated Certificate of Incorporation of the Corporation.

**SECOND:** That the Board of Directors duly adopted resolutions proposing to amend the Amended and Restated Certificate of Incorporation, declaring said amendment to be advisable and in the best interests of this Corporation and its stockholders, and authorizing the appropriate officers of this Corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment is as follows:

**RESOLVED**, that Article I of the Amended and Restated Certificate of Incorporation of this Corporation be amended and restated in its entirety as follows:

**"ARTICLE I**

"The name of this Corporation is Airus, Inc. (the "**Corporation**")."

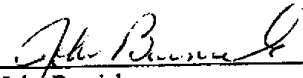
**THIRD:** The foregoing amendment was approved by the holders of the requisite number of shares of said Corporation in accordance with Sections 228 and 242 of the DGCL.

**FOURTH:** The foregoing amendment has been duly adopted in accordance with Section 242 of the DGCL.

*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, IntelPeer, Inc. has caused this Certificate of Amendment of Certificate of Incorporation to be signed by its President this 12<sup>th</sup> day of December, 2013.

**INTELEPEER, INC.**

By:   
John Barnicle  
President

*Signature page to  
Certificate of Amendment to  
Amended and Restated  
Certificate of Incorporation of  
IntelPeer, Inc.*



# Delaware

PAGE 1

## *The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTELEPEER, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF SEPTEMBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "INTELEPEER, INC." WAS INCORPORATED ON THE FIFTH DAY OF OCTOBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

4231218 8300

090836662

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7513176

DATE: 09-04-09

UNITED STATES OF AMERICA  
STATE OF OHIO  
OFFICE OF THE SECRETARY OF STATE

*I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show AIRUS, INC., a Delaware corporation, having qualified to do business within the State of Ohio on September 8, 2009 under License No. 1881519 is currently in GOOD STANDING upon the records of this office.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 8th day of March, A.D. 2017.*

*Jon Husted*

**Ohio Secretary of State**

**Validation Number: 201706702010**

# **ATTACHMENT B**

## Officer Contact Information

**List of Names, Addresses, and Phone Numbers of Officers**  
**Airus, Inc.**

John Barnicle  
President, CEO  
Airus, Inc.  
840 S. Canal Street, 7<sup>th</sup> Floor  
Chicago, IL 60607  
(312) 878-4160

Douglass Lee  
Chief Financial Officer, Secretary  
Airus, Inc.  
840 S. Canal Street, 7<sup>th</sup> Floor  
Chicago, IL 60607  
(312) 878-4160

# **ATTACHMENT C**

Description/Rationale  
for Transaction



## **ATTACHMENT C**

### **Description / Rational For Transaction**

#### **Description of the Transaction**

Peerless Network of Ohio, LLC (“Peerless”) and Airus, Inc. (“Airus”) (collectively “Operating Companies”) are certified to provide competitive telecommunications services in the State of Ohio.<sup>1</sup> Peerless Network, Inc. (“PNI”), the parent company of Operating Companies, implemented a minor internal reorganization.

On December 13, 2016, a new holding company -- Peerless Network Holdings, Inc. (“Peerless Holdings”) – was inserted between the ultimate shareholders of the PNI companies and PNI. To effectuate this, the PNI shareholders exchanged their shares in PNI for an identical number of shares in Peerless Holdings. All equity interests and shareholder rights previously held in PNI were changed to equal equity interests and shareholder rights in the new holding company. At the same time, Peerless Holdings acquired 100% of the direct interests in PNI. This reorganization is a *pro forma* transaction occurring at the holding company level only. As a result, there is no change in ultimate ownership or control of the Operating Companies or PNI, no impact on Ohio customers, and no material impact on the Operating Companies’ operations.

As a result of the transaction, Peerless Holdings is now the direct parent company of PNI and the indirect parent company of Peerless Network of Ohio, LLC and Airus, Inc. *Exhibit 1* provides an updated company organization chart reflecting the addition of Peerless Holdings into the corporate chain and confirming that there has been no change to ultimate ownership of the PNI companies.

#### **Public Interest Considerations**

The reorganization is in the public interest. The organizational efficiency and flexibility achieved by the reorganization will improve corporate operations. And while the reorganization will have no direct impact on the Operating Companies, the strengthening of the corporate framework will provide the Operating Companies with enhanced stability and financial solidity in their parent company. The Operating Companies have, and will continue to have, strong financial, managerial and technical abilities, ensuring that both companies continue to provide comprehensive, reliable and cost-effective service. Given that this change was *pro forma* in nature and as there are no operational changes associated with this transaction, there is no impact on any Ohio end user customers of intrastate telecommunications services for either company.

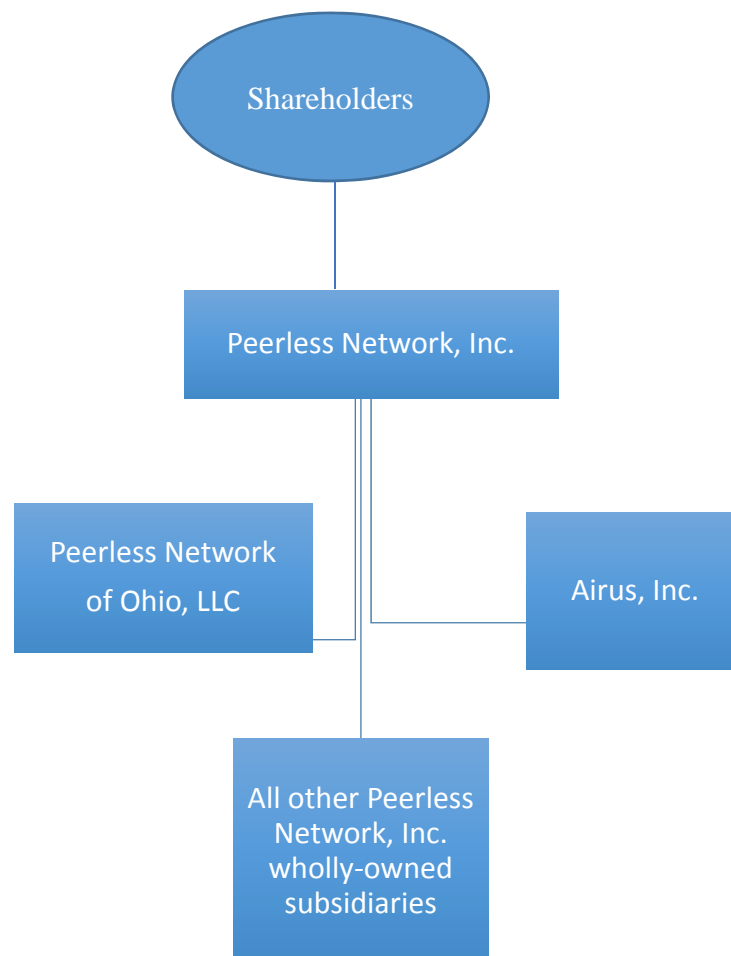
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<sup>1</sup> Docket No. 08-0891-TP-ACE (Peerless Network of Ohio, LLC) and Docket No. 09-1805-TP-ACE ( Airus, Inc. f/k/a IntelPeer, Inc.).

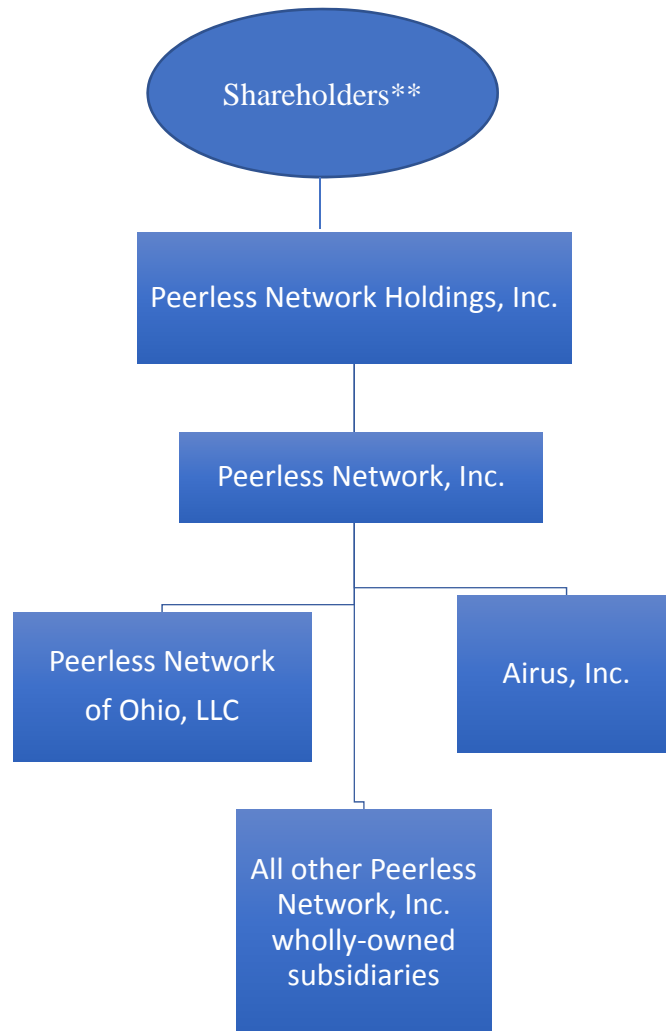
## Exhibit 1

### Organizational Chart

#### PRE-TRANSACTION



## POST-TRANSACTION



\*\*There have been no changes to the Shareholders as a result of the transaction.



# **ATTACHMENT D**

## **Customer Notice Information:**

Customer notice not applicable; this transaction is entirely transparent to customers.

**This foregoing document was electronically filed with the Public Utilities**

**Commission of Ohio Docketing Information System on**

**3/9/2017 11:17:21 AM**

**in**

**Case No(s). 17-0643-TP-ACO**

Summary: Exhibit Exhibits to Application electronically filed by Mr. Patrick L Phipps on behalf of Airus, Inc.