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November 22, 2021

VIA ELECTRONIC FILING

Ms. Deborah Flannagan
Executive Director
Georgia Public Service Commission
244 Washington Street, SW
Atlanta, GA 30334-9052

**Re: Joint Application of Peerless Network Holdings, Inc. and OpenMarket Inc.
for Approval of Indirect Transfer of Control of Peerless Network of Georgia,
LLC and Airus, Inc.**

Dear Ms. Flannagan:

Enclosed for filing are an original and two copies of the Joint Application of Peerless Network Holdings, Inc. and OpenMarket Inc.

Please file the original and necessary copies of record. We have also enclosed another copy and ask that you file stamp the same indicating your receipt and return a copy to the undersigned. Please contact the undersigned if you have any questions concerning Joint Application.

Respectfully submitted,

/s/ Nancy J. Victory

Nancy J. Victory

Counsel to Peerless Network Holdings, Inc.

**BEFORE THE
GEORGIA PUBLIC SERVICE COMMISSION**

Joint Application of

Peerless Network Holdings, Inc. and OpenMarket Inc.

Docket No. _____

For (1) Approval of Indirect Transfer of Control of Peerless Network of Georgia, LLC and Airus, Inc. to OpenMarket Inc. and (2) for OpenMarket Inc. to Participate in Certain Financing Arrangement Upon Completion of the Transfer of Indirect Control

JOINT APPLICATION

Pursuant to O.C.G.A. §§ 46-5-41 and 46-2-28 and Georgia Public Service Commission (“Commission”) Utility Rules 515-6-1-.02 and 515-6-1-.16, Peerless Network Holdings, Inc. (“Peerless Holdings” or “Transferor”), and OpenMarket Inc. (“OpenMarket” or “Transferee” and, with Transferor, the “Applicants”), jointly request approval and authority, to the extent it is required, (i) to effectuate a proposed transaction (“Proposed Transaction”) wherein Peerless Holdings will become a wholly owned direct subsidiary of OpenMarket, with Peerless Network of Georgia, LLC (“PNG”), and Airus, Inc. (“Airus,” and with PNG, the “Licensees”) being indirectly wholly owned by OpenMarket, and (ii) for Licensees to participate in the Financing Arrangement described herein. In accordance with the Regulations, this Joint Application includes information identifying the entities involved, a summary description of the Proposed Transaction and the Financing Arrangement, and a public interest statement.

Peerless Holdings and OpenMarket respectfully request that the Commission expeditiously review this Joint Application and either grant approval or rule that approval is not necessary to allow the Applicants to consummate the Proposed Transaction. In support of their Joint Application, the Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS AND LICENSEES

A. Transferor and Licensees

Peerless Holdings, a Delaware corporation, does not provide telecommunications services, but its subsidiaries operate as competitive local exchange carriers (“CLECs”) in 49 states and the District of Columbia and provide interconnection services for carriers and noncarriers for all types of traffic via innovative end office, tandem, and advanced routing services. Peerless Holdings’ subsidiaries provide originating and terminating calling services for telecommunications companies, service providers, resellers, and enterprises in the United States. They offer local transit, switched access, long distance termination, direct inward dial enabled text messaging, Internet protocol control, and hosted least cost routing services. In this regard, Peerless Network, Inc. (“PNI”), a direct wholly owned subsidiary of Peerless Holdings and the direct parent to Licensees, is authorized by the Federal Communications Commission to provide domestic and international telecommunications services.¹ Peerless Holdings’ subsidiaries also provide Session Initiation Protocol (“SIP”) trunking services for unified communications, Voice over Internet Protocol (“VoIP”) services, circuits, internet access, low baud and legacy time-division multiplexing (“TDM”) services, and resold services. Peerless Holdings does not provide service to residential customers. Peerless Holdings has data centers in Atlanta and Chicago.

¹ PNI is authorized to operate as a global or limited global facilities-based and resale carrier. *See* File No. ITC-214-200080304-00146. Consistent with 47 C.F.R. § 63.21(h), PNG and Airus operate pursuant to PNI’s international Section 214 authorization.

PNG is a Georgia company.² In Georgia, PNG is certified as a reseller of interexchange telecommunications services,³ and a competitive local exchange carrier.⁴

Airus is a Delaware company.⁵ In Georgia, Airus is certified as a competitive local exchange carrier⁶ and interexchange carrier.⁷

B. Transferee

OpenMarket, a Michigan corporation, provides business communications and messaging services to mobile operators, messaging apps, banks, social networks, tech companies, and aggregators in the United States. OpenMarket leverages the global cloud communications platform of its parent company, Infobip Limited (“Infobip”), which is incorporated and headquartered in the United Kingdom. Infobip, as of the date of submission of this Joint Application, has more than 3,100 employees and more than 70 offices in over 50 countries, with revenues of approximately \$1.16 billion.

² The Commission approved the name change from Common Pointe Networks of Georgia, LLC to Peerless Network of Georgia, LLC on July 5, 2007. *See Common Pointe Networks of Georgia, LLC Notice of Name Change to Peerless Network of Georgia, LLC*, Docket Nos. 23438, 23438, 103774, 103807 (issued July 5, 2007).

³ *Application of Common Pointe Networks of Georgia, LLC for a Certificate of Authority to Resell Interexchange Telecommunications Services*, Docket No. R-1012, Certificate No. 23438-U (issued Sept. 19, 2006).

⁴ *Application of Common Pointe Networks of Georgia, LLC for a Certificate of Authority to Provide Competitive Local Exchange Services*, Docket No. 23437-U, Certificate No. L-0408 (issued Sept. 5, 2006).

⁵ The Commission approved the name change from IntelPeer, Inc. to Airus, Inc. on May 6, 2014. *See* Docket No. 30229, *Request of IntelPeer, Inc. to Amend the Name on Its Certificate of Authority to Provide Competitive Local Exchange Services to Airus, Inc.*, Certificate No. L-04676 (issued May 6, 2014).

⁶ *See Application of IntelPeer, Inc. to Provide Competitive Local Exchange Services*, Docket No. 30229, Certificate No. L-04676 (issued Nov. 3, 2009).

⁷ *See, Application of IntelPeer, Inc. for a Certificate of Authority to Construct or Operate Telephone Line, Plant or System*, Docket No. 30230, Certificate No. L-04676 (issued Nov. 3, 2009).

Infobip offers platforms for global cloud communications and customer engagement to enable businesses to build connected customer experiences through a single interface that is scalable and easy to use. This in-house-developed, full-stack offering provides businesses with one seamless Application Programming Interface or web-based interface connection to their customers through a broad range of messaging channels, including Short Message Service (SMS), Rich Communications Service (RCS), voice, video, email and other chat applications.

Infobip's mobile operators portfolio combines network monitoring and filtering solutions with sales, consultancy and support services to increase revenue generated in the Application to Person (A2P) SMS messaging. The Infobip Communications Platform as a Service (CPaaS) business solutions model enables mobile network operators to create new revenue streams, accelerate time to market, and build new enterprise relations.

The company serves and partners with leading mobile operators, messaging apps, banks, social networks, tech companies, and aggregators. Key clients include internet companies and mobile apps makers, banks and financial services providers, developers, mobile network operators, technology companies, and other corporate customers.

II. DESIGNATED CONTACTS

A. Communications and Correspondence

All communications with respect to this Application should be addressed or directed as set forth below:

Transferor and Licensees Contact Information:

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With a copy to:

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III. TRANSACTION OVERVIEW AND FINANCING ARRANGEMENT

On October 29, 2021, Peerless Holdings and OpenMarket entered into an Agreement and Plan of Merger pursuant to which OpenMarket will acquire Peerless Holdings. The

acquisition will occur through a merger of a special purpose subsidiary of OpenMarket with and into Peerless Holdings, with Peerless Holdings as the surviving entity. As a result of this merger, Peerless Holdings will become a wholly owned direct subsidiary of OpenMarket, and Licensees will become indirectly wholly owned by OpenMarket.

Upon the completion of the Proposed Transaction, Licensees will participate in certain financing arrangements to which OpenMarket, Infobip, and certain other subsidiaries of Infobip are parties. Specifically, OpenMarket, Infobip and certain other subsidiaries of Infobip that are organized in the United States, the United Kingdom, Ireland and Croatia, have entered into a senior secured term loan credit facility in an aggregate principal amount of \$500.0 million (as amended, restated, amended and restated or otherwise modified from time to time, the “Financing Arrangement”). In addition to providing financing for the Transaction, the Financing Arrangement enables OpenMarket and certain other subsidiaries of Infobip to use the proceeds of the loans for working capital and general corporate purposes (including for capital expenditures, acquisitions, refinancing of indebtedness, and mobile network operator prepayments). The terms of the Financing Arrangement are outlined below:

Financing Arrangement:

Amount: An aggregate principal amount of \$500.0 million.

Borrower: OpenMarket is the borrower under the Financing Arrangement. Incremental Credit Facilities may be incurred by OpenMarket.

Guarantors: The Financing Arrangement is guaranteed by Infobip and each direct or indirect wholly owned material subsidiary of Infobip organized in the United States, the United Kingdom, Ireland and Croatia, subject to limitations and exclusions usual and customary for similar facilities (the “Guarantors”). Upon the closing of the acquisition of Peerless Holdings by OpenMarket, Peerless Holdings and each subsidiary of Peerless Holdings will be required to join the Financing Arrangement as a Guarantor.

Debt Instrument: The Financing Arrangement consists of a term loan credit facility. Additional credit facilities may be in one or more of the following forms of debt instruments: revolving credit facilities, term loan facilities, notes or debentures, or other

indebtedness arrangements permitted (or not restricted) by the terms of the Financing Arrangement at the time, or a combination thereof.

Security: The Financing Arrangement is secured by a pledge of substantially all the assets of OpenMarket, Infobip, and each Guarantor (including, but not limited to, (i) a pledge of the equity securities of each Guarantor and the Borrower, (ii) perfected security interests in, and mortgages on, substantially all tangible and intangible personal property and material fee-owned real property of the Borrower and each Guarantor, (iii) other such pledges and security interest consistent with the local law of the United Kingdom, Ireland and Croatia), in each case, subject to limitations and exclusions usual and customary for similar facilities. Upon the closing of the acquisition of Peerless Holdings by OpenMarket, Peerless Holdings and each subsidiary of Peerless will be required to grant security as described in the foregoing sentence.

Purpose: Proceeds of the Financing Arrangement will be used for working capital and general corporate purposes, (including for capital expenditures, acquisitions, refinancing of Indebtedness, mobile network operator prepayments, and other transactions not prohibited by the Financing Arrangement).

IV. PUBLIC INTEREST CONSIDERATIONS

The Proposed Transaction furthers the public interest, convenience, and necessity.

OpenMarket and its owners are managerially, technically, and financially well-qualified to complete the Proposed Transaction and assume indirect ownership and control of Licensees.

OpenMarket and its owners are experienced managers and operators of communications service providers in the U.S. and globally, as demonstrated by the description above regarding the market and financial position of Infobip. The Proposed Transaction will strengthen the financial position of Licensees by providing access to capital from new funding sources enabling accelerated investment in the companies' networks and the deployment of expanded services to customers. As a result, Licensees would be better able to meet the needs of their customers, to expand its service offerings, and to compete for new customers. Thus, the infusion of new capital would drive growth that can strengthen the companies and enhance competition in the marketplace.

In addition, the Proposed Transaction would enable the increase and improvement of the products and services available to the client bases of both Licensees and OpenMarket. In particular, the Proposed Transaction would combine Licensees' voice-service infrastructure and extensive expertise in the U.S. telecommunications industry with Infobip's global distribution channels and core expertise in messaging platforms and other IP-based communication channels, facilitating greater efficiency and the introduction of new offerings.

Moreover, because the proposed change in ownership will occur at the holding company level and will not disrupt any of the operations or the legal entities of the Licensees, the Proposed Transaction will be entirely seamless to consumers. Licensees will continue to provide high-quality communications services to customers without interruption, as it will not result in a change of carrier for any customers, and OpenMarket has no plans to discontinue any existing services or to terminate agreements currently in place with Licensees' customers.

Further, while the Proposed Transaction will maintain and enhance Licensees' capabilities, it will not cause any diminution in competition since it will not remove a competitor from the market. Moreover, neither OpenMarket nor its owners provide any competing telecommunications service or hold an attributable interest in any provider of telecommunications services in Georgia. Therefore, the Proposed Transaction does not pose any threat of anticompetitive effects in connection with any telecommunications service. To the contrary, by enabling Licensees to continue delivering their high-quality services and to enhance competition with other providers, the Proposed Transaction will be pro-competitive.

Finally, the Proposed Transaction will supplement Licensees' existing management team with the managerial capabilities and financial and other resources of OpenMarket and

Infobip. This infusion of additional expertise will help steer the companies toward a long-term growth strategy for their core business.

For these reasons, the Proposed Transaction will serve the public interest by preserving and enhancing Licensees' strengths without posing any threat of anticompetitive effects or other public interest harm, as well as being entirely transparent to consumers. Accordingly, the Commission should grant the Proposed Transaction.

V. CONCLUSION

For the foregoing reasons, the Applicants submit that the public interest would be served by the Proposed Transaction described herein.

The Applicants respectfully request a statement by the Commission or its designee that review and approval of the Proposed Transaction are not required or, in the alternative, expeditious approval of the Proposed Transaction, and such other relief as this Commission deems just and proper.

Respectfully submitted this 22nd day of November 2021.

/s/ Nancy J. Victory

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*Counsel to Peerless Network
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/s/ James H. Barker

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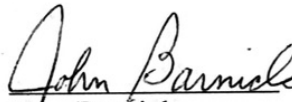
Counsel to OpenMarket Inc.

Verification

State of Illinois

County of Cook

I, John Barnicle, state that I am the President and Chief Executive Officer of Peerless Network Holdings, Inc.; that I am authorized to represent the Company and to make this Verification on its behalf. I have read the foregoing filing, and the statements with respect to Peerless Network Holdings, Inc. and its subsidiaries are true and correct to the best of my knowledge, information and belief.



John Barnicle
President and Chief Executive Officer
Peerless Network Holdings, Inc.

SWORN TO AND SUBSCRIBE BEFORE ME on the 22 day of November 2021.



Notary Public

My commission expires: 7/21/23

[Georgia]

VERIFICATION

State of Georgia

Public Service Commission

I, Brandon Wayman, state that I am Secretary of OpenMarket Inc.; that I am authorized to represent the Company and to make this Verification on its behalf. I have read the foregoing filing, and the statements with respect to OpenMarket Inc. and its subsidiaries are true and correct to the best of my knowledge, information and belief.

B - W

Brandon Wayman
Secretary
OpenMarket Inc.

State of Washington

County of King County

SWORN TO AND SUBSCRIBED BEFORE ME on the 22 day of November 2021.

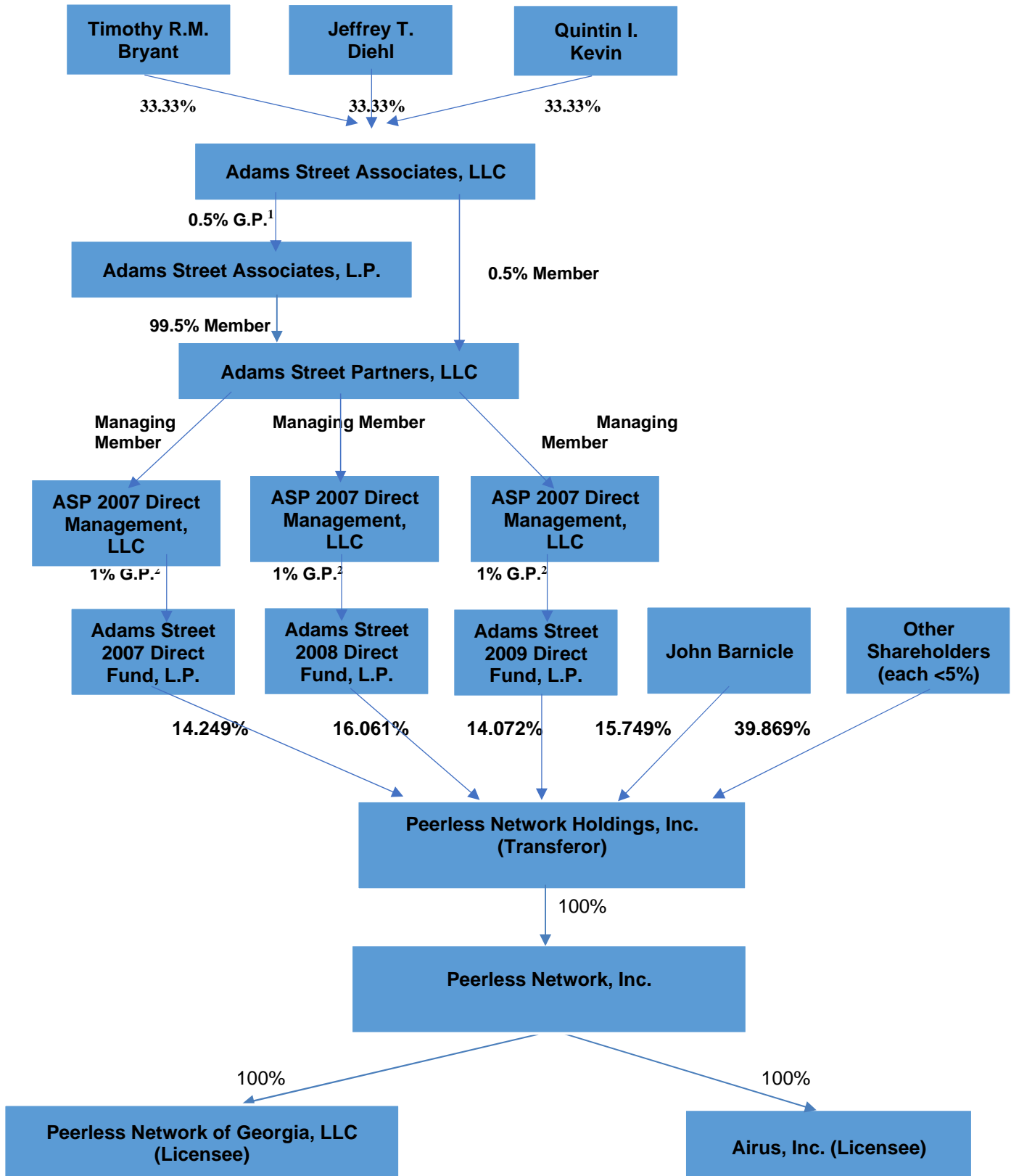
W Sean

Notary Public

My commission expires 09-07-2022



PRE-TRANSACTION OWNERSHIP DIAGRAM



POST-TRANSACTION OWNERSHIP DIAGRAM

