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September 17, 2012

## Via E-Mail

Marlene H. Dortch, Secretary  
Office of the Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Room TW-A325  
Washington, DC 20554

**Attn: Sumita Mukhoty, International Bureau**

**Re: Response to Staff Information Request -- Notification Regarding  
Insertion of New Holding Company Resulting in the *Pro Forma*  
Transfer of Control of IntelPeer, Inc.**

Dear Ms. Dortch:

IntelPeer, Inc. (“IntelPeer”), by undersigned counsel, and in response to a request by Commission staff, files this letter to supplement the *Notification Regarding Insertion of New Holding Company Resulting in the Pro Forma Transfer of Control of IntelPeer, Inc.* filed with the Commission on August 21, 2012 (“Pro Forma Notice”). Specifically, Intelpeer updates the Commission’s records with respect to its ownership since 2003.<sup>1</sup>

In its application for international 214 authority (filed May 29, 2003) the company listed four persons with ownership interests in the company of over 10%.<sup>2</sup> IntelPeer clarifies that all of those individuals owned minority stakes in the company-- no individual or entity owned 50% or more of the ownership in the company. Since 2003, IntelPeer has raised financing in traditional venture capital rounds and transfers of shares have occurred in the ordinary course such that the ownership of IntelPeer has changed to that reflected in the August 21, 2012 Pro Forma Notice. IntelPeer clarifies that since its application for international 214 authority was filed in 2003, at no time was 50% or more of the company’s ownership held by any person or entity. None of the financing transactions or other transfers of ownership between 2003 and 2012 resulted in a controlling interest in the company being created, lost or transferred.

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<sup>1</sup> IntelPeer’s international 214 authority was granted to Voex, Inc., ITC-214-20030529-00263, on June 26, 2003. A letter informing the Commission of a change of name from Voex, Inc. to IntelPeer, Inc. was filed on October 16, 2007. *See* Letter from Troy Tanner, Counsel to Intelpeer, to Marlene H. Dortch, Secretary, FCC, ITC-214-20030529-00263 (filed Oct. 16, 2007).

<sup>2</sup> The four parties with a 10% or greater interest in the company identified on the original 214 application were: Michael Vorce, Haydar Haba, Carleton Brown III, and Sam Raman.

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While IntelPeer currently is not a publicly traded company, it is a widely-held privately owned company. As such, the changes in IntelPeer's ownership between 2003 and 2012 were similar to that of many publicly traded telecommunications companies where stock trades often result in new minority ownership stakes from time to time. In IntelPeer's case, none of these changes resulted in a transfer of control under the Commission's rules as the company has not had a single owner with 50% or more ownership since its 214 application was filed in 2003.<sup>3</sup>

Finally, as discussed in the Pro Forma Notice, in July 2012 a new holding company, IntelPeer Holdings, Inc., was inserted in the corporate ownership chain directly above IntelPeer. Since the insertion of the new holding company did not affect the ultimate ownership of IntelPeer in any way, the insertion was *pro forma* in nature pursuant to 47 C.F.R. § 63.24(f), for which the company filed notice with the Commission pursuant to subpart (2) of that provision.

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Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Jeffrey R. Strenkowski".

Ronald W. Del Sesto, Jr.  
Jeffrey R. Strenkowski

Counsel for IntelPeer, Inc.  
and IntelPeer Holdings, Inc.

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<sup>3</sup> See 47 C.F.R. § 63.24(c).