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Via Overnight Courier and E-mail

Sharla Dillon, Dockets and Record Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505
sharla.dillon@tn.gov

**Re: Petition of IntelPeer, Inc. to Enter Into a Financing Arrangement
Docket 11-00044
Response to Data Request**

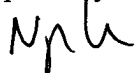
Dear Ms. Dillon:

On behalf of IntelPeer, Inc. (the "Petitioner"), enclosed for filing with the TRA are an original and four (4) copies of the Response for inclusion in the above-referenced docket.

Please note that the information provided in Attachment 1 is proprietary and confidential as they contain sensitive financial and business information regarding Petitioner's proposed business operations which is not normally subject to inspection by the public. Unrestricted availability of the details of this confidential information would provide competitors with key knowledge regarding Petitioners' finances and operations that would otherwise be unavailable and could place Petitioners at a significant competitive disadvantage. Confidential treatment of the information contained in the Attachment is therefore required to avoid commercial and a competitive injury. Accordingly, four (4) copies of Attachment 1 are being filed under seal in separate sealed envelopes

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Should you have any questions, please do not hesitate to contact Nguyen Vu at (202) 373-6254.

Respectfully submitted,



Ronald W. Del Sesto, Jr.
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cc via e-mail: Carlos Black (carlos.black@tn.gov)

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Petition of IntelPeer, Inc. for Approval to Participate in Financing Arrangement
Docket: 11-00044

Response to Data Request

1. Will the Petitioner's participation in the proposed financing arrangement result in a transfer of certificates, authorizations, assets or customers?

Response: No. IntelPeer, Inc.'s ("IntelPeer") participation in the proposed financing arrangement will not result in a transfer of certificates, authorizations, assets or customers.

2. Will the Petitioner's participation in the proposed financing arrangement result in a change in rates, terms and conditions of service?

Response: No. IntelPeer's participation in the proposed financing arrangement will not result in a change in rates, terms and conditions of service.

3. Provide a copy of the terms and conditions for the financing arrangement described in the Petition.

Response: In response to this data request, IntelPeer provides *confidentially and under seal*, a copy of the Term Sheet as Attachment 1. The Term Sheet provides the most recent description of the terms and conditions of the financing arrangement described in the Petition. This Attachment contains commercially sensitive and competitively significant information that is not otherwise released to the public. Unrestricted availability of this information would provide competitors with knowledge that would be otherwise unavailable and could place IntelPeer at a competitive disadvantage. Confidential and trade secret treatment is therefore required to avoid commercial and competitive injury.

**Petition of IntelPeer, Inc. for Approval to Participate in Financing Arrangement
Docket: 11-00044**

Response to Data Request

Attachment 1

-CONFIDENTIAL-

Terms and Conditions for the Financing Arrangement