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Via Overnight Delivery and Electronic Mail

Chairman Dr. Kenneth C. Hill
 c/o Sharla Dillon, Dockets and Records Manager
 Tennessee Regulatory Authority
 460 James Robertson Parkway
 Nashville, TN 37243-0505
 Sharla.Dillon@tn.gov

Re: Notification of IntelPeer, Inc. of *Pro Forma* Intra-Corporate Transactions
NOTICE OF CONSUMMATION

Dear Chairman Hill:

On behalf of IntelPeer, Inc. ("IntelPeer"), this letter notifies the Authority that IntelPeer has completed a portion of the *pro forma* intra-corporate transactions discussed in the above-referenced filing, dated October 19, 2011. Specifically, IntelPeer Holdings, Inc. has been inserted in the corporate organization chain directly above IntelPeer.¹

An original and four (4) copies of this letter are enclosed for filing. Please date-stamp the enclosed extra copy and return it in the envelope provided. A copy of this filing is also being submitted via electronic mail. Should you have any questions, please do not hesitate to contact us.

Respectfully Submitted,



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

Counsel to IntelPeer, Inc.

¹ To date the company has not undertaken any *pro forma* transaction with respect to IntelPeer's subsidiary, IntelPeer Virginia, Inc.

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