



**STATE OF NEW JERSEY**  
**Board of Public Utilities**  
44 South Clinton Avenue, 9<sup>th</sup> Floor  
Post Office Box 350  
Trenton, New Jersey 08625-0350  
[www.nj.gov/bpu/](http://www.nj.gov/bpu/)

TELECOMMUNICATIONS

IN THE MATTER OF THE VERIFIED JOINT PETITION )  
OF INTELEPEER, INC. FOR AUTHORITY TO ) ORDER  
COMPLETE CERTAIN PRO FORMA INTRA- )  
CORPORATE TRANSACTIONS ) DOCKET NO. TM11100640

**Parties of Record:**

**Dennis C. Linken, Esq.,** Scarinci & Hollenbeck, LLC  
**Stefanie A. Brand, Esq., Director,** New Jersey Division of Rate Counsel

BY THE BOARD:

By letter dated May 24, 2013, Intelepeer, Inc. ("IntelePeer" or "Petitioner") seeks an extension of the time to consummate the transactions approved by the New Jersey Board of Public Utilities ("Board") in the December 15, 2011 Order in the above captioned matter from December 31, 2012 to December 31, 2013. By this Order, the Board considers that extension request.

The transactions previously approved by the Board were intended to (1) insert one or more holding companies between IntelePeer and its current direct shareholders; (2) move IntelePeer's subsidiary, IntelePeer Virginia, Inc., under the new holding company, making IntelePeer Virginia, Inc. an affiliate of IntelePeer Inc., rather than a subsidiary of IntelePeer, Inc.; and (3) assign certain assets into one or more affiliates of IntelePeer. In that Order the Board, following a full and careful review of the petition, found that the proposed Transactions satisfied the relevant legal standards pertaining to such transfers, would likely result in a positive benefit to the state of New Jersey and would not negatively impact any of the four statutory criteria relating to transfers and approved the transfer. The Order also stated that its approval would expire should the Transactions not be fully consummated on or before to December 31, 2012.

By letter dated May 24, 2013, Petitioner requested that the Board extend the approval deadline from December 31, 2012, to December 31, 2013 as, the second and the third steps of the transaction were not completed by December 31, 2012. On August 16, 2012, IntelePeer filed with the Board a Notice of Consummation, notifying the Board that IntelePeer had completed a

portion of the pro forma intra-corporate Transactions. Specifically, IntelPeer advised that a new holding company, IntelPeer Holdings, Inc., had been inserted in the corporate organization chain directly above IntelPeer. However, aside from the determination to create and insert IntelPeer Holdings, Inc. into the corporate structure, Petitioner states that final decisions as to the ownership of IntelPeer Virginia, Inc. and the transfer of assets were not completed by year end, thus delaying the consummation of the second and third steps of the proposed Transactions beyond the December 31, 2012 expiration date.

Intelpeer now represents that it is now or will shortly be able to proceed with the intra-corporate transactions. Petitioner further asserts that there have been no material change to it or its affiliates or the proposed transactions. Intelpeer further indicates that it will continue to provide service to existing customers at existing rates, terms and conditions. By copy of its request to the Board, Intelpeer notified the Division of Rate Counsel of its request for an extension of the December 15, 2011 Order.

The Board **HEREBY FINDS** that granting the Petitioners' request for an extension of the date will serve the public interest, in that it would avoid any potential need for the Board to duplicate its review of a transfer which no party opposed. Further, the Board finds that no material changes have occurred such that continuation of the approval would be inappropriate.


The Board **HEREBY ORDERS** that the Petitioners' instant request is granted, and that the deadline for exercise of the authority granted by its Order of December 15, 2011, is hereby extended from December 31, 2012 through and including December 31, 2013.

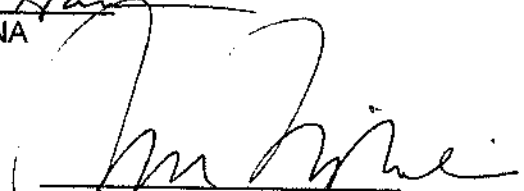
This Order shall be effective on July 1, 2013

DATED: 6/21/13

BOARD OF PUBLIC UTILITIES  
BY:

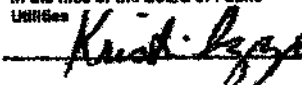
  
JEANNE M. FOX  
COMMISSIONER

  
ROBERT M. HANNA  
PRESIDENT

  
JOSEPH L. FIORDALISO  
COMMISSIONER

  
MARY-ANNA HOLDEN  
COMMISSIONER

ATTEST:   
KRISTI IZZO  
SECRETARY

I HEREBY CERTIFY that the within document is a true copy of the original in the files of the Board of Public Utilities  


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AUTHORITY TO COMPLETE CERTAIN PRO FORMA INTRA-CORPORATE TRANSACTIONS  
DOCKET NO. TM11100640

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