



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>
TTY: 1-888-835-5322

DA 14-111
Released: January 31, 2014

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF INTELEPEER, INC. TO PEERLESS NETWORK, INC.

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 13-322

Comments Due: February 14, 2014
Reply Comments Due: February 21, 2014

On December 31, 2013, IntelPeer, Inc. (IntelPeer) and Peerless Network, Inc. (Peerless) (together, Applicants) filed an application pursuant to section 63.03 of the Commission's rules¹ to transfer control of IntelPeer to Peerless. Applicants consummated this transaction without authority on November 29, 2013.²

IntelPeer is a Delaware corporation and was a wholly owned subsidiary of IntelPeer Holdings, Inc., also a Delaware corporation. IntelPeer provides competitive telecommunications services and is authorized to provide competitive local exchange carrier (LEC) and intrastate interexchange services in 45 states and the District of Columbia.³ Applicants state that the following entities hold a 10 percent or greater equity or voting interests in IntelPeer Holdings, Inc.: VantagePoint Venture Partners 2006 (Q), L.P., a Delaware entity, Kennt II, L.P., a Guernsey entity, and Northcap Partners/IVS A/S, a Danish entity.

Peerless, a Delaware corporation, is a competitive LEC that provides interconnection services in multiple states.⁴ The following citizen and entities hold a ten percent or more direct or indirect interest in

¹ 47 C.F.R. § 63.03; *see* 47 U.S.C. § 214. Applicants filed a supplement to their application on January 30, 2014.

² On January 30, 2014, the Wireline Competition Bureau granted Applicants' request for Special Temporary Authority for a period of 60 days for authorization to continue to provide service pending approval of this application. A grant of the application will be without prejudice to any enforcement action by the Commission for non-compliance with the Communications Act of 1934, as amended, or the Commission's rules. Letter from Winifred Brantl and Henry T. Kelly, Counsel for Applicants, to Marlene H. Dortch, WC Docket No. 13-322 (filed Jan. 16, 2014).

³ IntelPeer holds authorizations in all states except Alaska, Indiana, Maine, North Dakota, and South Carolina. In Virginia, IntelPeer provides services through a wholly owned subsidiary, IntelPeer of Virginia, Inc.

⁴ Peerless is currently licensed in the following states: Arizona, California, Colorado, Connecticut, Delaware, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota,

Peerless: John Barnicle, (14 percent, U.S. citizen); Adams Street Partners LLC (38.7 percent). The Adams Street Partners LLC interests are held directly through Adams Street 2007 Direct Fund, LP (2007 Direct Fund) (14 percent); Adams Street 2008 Direct Fund, LP (2008 Direct Fund) (12.4 percent); Adams Street 2009 Direct Fund, LP (2009 Direct Fund) (12.3 percent) The general partner of 2007 Direct Fund is ASP 2007 Direct Management LLC. The general partner of 2008 Direct Fund is ASP 2008 Direct Management LLC. The general partner of 2009 Direct Fund is ASP 2009 Direct Management LLC. Applicants further state that 99 percent of the interests in Adams Street Partners, LLC are held by Adams Street Associates, L.P., and that no individual or entity with interests in Adams Street Associates, L.P. holds a 10 percent or greater interest in IntelPeer. They state that the general partner of Adams Street Associates, L.P. is Adams Street Associates, LLC, which is managed by T. Bondurant French, Jeffrey J. Diermeier, A. Bart Holaday, and Wilbur H. (Bill) Gantz, all U.S. citizens. All entities are U.S. based.⁵

On November 29, 2013, Peerless acquired all of the common shares of stock of IntelPeer. As a result of this transaction, IntelPeer became a wholly owned direct subsidiary of Peerless. Applicants state that the transaction did not and will not result in any loss or impairment of service for any customers. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.⁶

Domestic Section 214 Application Filed for the Transfer of Control of IntelPeer, Inc. to Peerless Network, Inc., WC Docket No. 13-322 (filed Dec. 31, 2013).

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before February 14, 2014**, and reply comments **on or before February 21, 2014**. Pursuant to section 63.52 of the Commission's rules, 47 C.F.R. § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.⁷

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents in this proceeding using the Commission's Electronic Comment Filing System (ECFS): <http://fjallfoss.fcc.gov/ecfs2/>.

In addition, e-mail one copy of each pleading to each of the following:

Missouri, Nevada, New Jersey, New York, North Carolina, Ohio, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Utah, Vermont, Virginia, Washington, Wisconsin as well as the District of Columbia.

⁵ Applicants state that, through its common ownership by Adams Street Partners, LLC, IntelPeer is affiliated with Five9, Inc. that provides competitive telecommunications services in California and New York, and YMax Communications Corp. and YMax Communications Corp. of Virginia that provide competitive telecommunications services throughout the U.S.

⁶ 47 C.F.R. § 63.03(b)(2)(i).

⁷ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

- 1) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;
- 2) Jodie May, Competition Policy Division, Wireline Competition Bureau, jodie.may@fcc.gov;
- 3) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (tty).

The proceeding in this Notice shall be treated as a “permit-but-disclose” proceeding in accordance with the Commission’s *ex parte* rules.⁸ Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter’s written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 C.F.R. § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission’s *ex parte* rules.

For further information, please contact Tracey Wilson at (202) 418-1394 or Jodie May at (202) 418-0913.

- FCC -

⁸ 47 C.F.R. §§ 1.1200 *et seq.*