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Commissioner

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BOB BURNS
Commissioner

IN THE MATTER OF THE
APPLICATION OF INTELEPEER, INC.
FOR AN ORDER AUTHORIZING THE
ENCUMBRANCE OF ITS ASSETS

Docket No. T-20695A-13-0141
EXCEPTIONS

Through this filing, Intelepeer, Inc. ("Applicant"), respectfully requests that the Commission amend Staff's Proposed Order dated July 1, 2013 to confirm approval of the Applicant's guarantee as part of the Order. As noted in the Applicant's Supplement to its Application dated June 26, 2013, the Applicant is requesting approval to both pledge its assets in connection with the proposed financing and to enter into a guarantee for the financing. Although Applicant understands that the Proposed Order sought to approve both the pledge of assets and the guarantee, Applicant requests minor language revisions to the Order to confirm the approval of the guarantee.

Attached as **Exhibit 1** is proposed language to accomplish these revisions. Applicant respectfully requests that the Commission amend the Proposed Order in this manner.

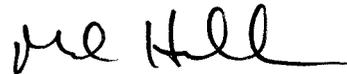
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Respectfully submitted this 12th day of July, 2013.

LEWIS and ROCA, LLP



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Phoenix, AZ 85004
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Attorneys for IntelPeer, Inc.

ORIGINAL and thirteen (13) copies
of the foregoing filed
this 12th day of July, 2013, with:

The Arizona Corporation Commission
Utilities Division – Docket Control
1200 W. Washington Street
Phoenix, Arizona 85007

Copy of the foregoing hand-delivered
this 17th day of June, 2013, to:

Lyn Farmer
Chief Administrative Law Judge
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007

Janice Alward, Chief Counsel
Legal Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007

Steve Olea
Utilities Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007



EXHIBIT 1

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Page 3, Line 12:

DELETE: "A.A.C. R40-2-804.B. 1"

INSERT: "A.A.C. R14-2-804.B.1"

Page 3, Line 15:

DELETE: "a pledge of the Applicant's assets"

INSERT: "the guarantee"

Page 4, Line 19

AFTER "assets", INSERT "and enter into a guarantee"