

September 5, 2023

BY ELECTRONIC FILING

The Honorable Nancy Dipple, Secretary
Missouri Public Service Commission
200 Madison Street, PO Box 360
Jefferson City, MO 65102-0360

Re: Notification of Name Change of Metropolitan Telecommunications of Missouri, Inc. to Metropolitan Telecommunications of Missouri, LLC

Dear Secretary Dipple,

Metropolitan Telecommunications of Missouri, Inc. ("MetTel"), by its undersigned counsel, hereby notifies the Missouri Public Service Commission ("Commission") of its conversion to a limited liability company resulting in a name change to Metropolitan Telecommunications of Missouri, LLC. This notification arises from a change in business organizational structure only, and will not result in any changes in management, operations, rates, services or regulatory obligations. Upon a review of Missouri statutes and regulations, MetTel understands that prior approval is not required to complete the transaction described herein.

MetTel submits this Notification for the Commission's information and requests that it be retained by the Commission in the appropriate file. In the event the Commission determines that approval of the transaction is required, however, this letter should serve as a request for expedited approval.

I. Description of Metropolitan Telecommunications of Missouri, Inc.

MetTel is a privately held corporation organized pursuant to the laws of Delaware whose principal business is telecommunications. MetTel is a wholly owned subsidiary of Manhattan Telecommunications Corporation and indirect subsidiary of MetTel Holding, a privately held Delaware holding company.

MetTel Holding, through its subsidiaries, is a strategic partner providing a comprehensive suite of voice and data solutions as well as telecommunications consulting services to leading businesses nationwide. From traditional voice services to MPLS networks and Voice over IP technologies, MetTel Holding offers a complete portfolio of products. MetTel was authorized by the Commission to provide interexchange telecommunications services in Case No. XA-2005-0426, effective July 2, 2005, and authority to provide local telecommunications services in Case No. CA-2005-0425, effective September 2, 2005.

In addition to the services provided by MetTel to Missouri customers, MetTel's affiliates are authorized by the various state public service commissions to provide facilities-based and/or resold interexchange telecommunications services, and competitive local exchange services in 49 other states, the District of Columbia, Puerto Rico, and Canada pursuant to certification, registration or tariff requirements, or on a deregulated basis.

Further information regarding MetTel's legal, technical, financial and managerial qualifications to provide telecommunications service to consumers in Missouri may be found in the above referenced docket as a matter of public record. MetTel respectfully requests that the Commission take official notice of the information contained in these dockets and incorporate it herein for reference.

II. Designated Contacts

Inquiries or copies of any correspondence, orders, or other materials pertaining to this filing should be directed to:

Michael P. Donahue
Marashlian & Donahue, PLLC
The CommLaw Group
1430 Spring Hill Road, Suite 310
Tysons, Virginia 22102
Office Tel: 703-714-1319
Office Fax: 703-563-6222
E-Mail: mpd@CommLawGroup.com

with copies to:

Joseph Farano
General Counsel
MetTel
BellWorks 101 Crawford's Corner Road, #4-311
Holmdel, NJ 07733
Office Tel: 212-359-5037
E-mail: jfarano@mettel.net

III. Description of the Internal Restructuring

MetTel hereby notifies the Commission of an internal restructuring resulting from the conversion of all MetTel operating companies to Delaware limited liability companies. As a result of this conversion, MetTel's name changed to Metropolitan Telecommunications of Missouri, LLC. Under Delaware law, the conversion reverts to the date the entity was originally formed.¹ The conversion changes the business organization form and name only of the certificated entity. There was no change in the certificated entity's ownership, management, operation, rates or service offerings or responsibility for regulatory obligations upon conversion of all the MetTel operating companies. Metropolitan Telecommunications of Missouri, Inc. invoiced customers under the name "MetTel" and Metropolitan Telecommunications of Missouri, LLC will continue to invoice customers under the name "MetTel". Accordingly, the name change is minimal, as it applies only to the organization form after the entity's name and will cause no confusion to customers.

In addition, upon completion of the conversion of all MetTel operating companies, an intermediate holding company, MetTel PI, LLC — also a Delaware limited liability company — was inserted between

¹ See Del. Code Ann. tit. 8 § 266(h) ("When a corporation has been converted to another entity or business form pursuant to this section, the other entity or business form shall, for all purposes of the laws of the State of Delaware, be deemed to be the same entity as the corporation.")

MetTel's ultimate parent company, MetTel, Inc., and the indirect parent, MetTel Holding. This entity is controlled by MetTel, Inc. It is structured to permit other individuals or entities to obtain purely economic rights, such as the right to participate in distributions above a certain amount; however, these members will have no voting or management rights and all control will remain with MetTel, Inc. MetTel's managerial, technical, and financial qualifications that supported the grant of MetTel's CPCN remain the same.

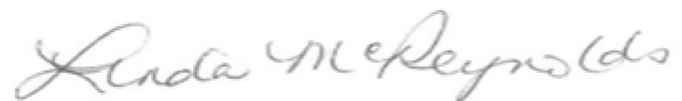
MetTel, Inc. is implementing this internal restructuring to streamline operations and administration, facilitate financing and other transactions and for other business purposes.

III. Conclusion

MetTel respectfully advises the Commission of its participation in the transaction as described above.

If there are any questions regarding this filing, please do not hesitate to contact Michael Donahue at mpd@commlawgroup.com or (703) 714-1319.

Respectfully submitted,



Linda McReynolds Bar No. 49489
Michael P. Donahue

Counsel for Metropolitan Telecommunications of Missouri, Inc.

EXHIBIT LIST

Exhibit A

Metropolitan Telecommunications of Missouri, LLC Certificate of Formation, Certificate of Conversion to a Limited Liability Company and Certificate of Authorization to Transact Business in Missouri

Exhibit A

**Metropolitan Telecommunications of Missouri, LLC Certificate of Formation,
Certificate of Conversion to a Limited Liability Company and
Certificate of Authorization to Transact Business in Missouri**

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "METROPOLITAN TELECOMMUNICATIONS OF MISSOURI, LLC" FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JANUARY, A.D. 2022, AT 1:46 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

3271861 8100V
SR# 20220207025

Authentication: 202468812
Date: 01-24-22

You may verify this certificate online at corp.delaware.gov/authver.shtml

STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF LIMITED LIABILITY COMPANY

The undersigned authorized person, desiring to form a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is Metropolitan Telecommunications of Missouri, LLC

2. The Registered Office of the limited liability company in the State of Delaware is located at 251 Little Falls Drive (street), in the City of Wilmington, Zip Code 19808. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is Corporation Service Company

By: /s/ Andoni Economou
Authorized Person

Name: Andoni Economou
Print or Type

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "METROPOLITAN TELECOMMUNICATIONS OF MISSOURI, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "METROPOLITAN TELECOMMUNICATIONS OF MISSOURI, INC." TO "METROPOLITAN TELECOMMUNICATIONS OF MISSOURI, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JANUARY, A.D. 2022, AT 1:46 O`CLOCK P.M.



Jeffrey W. Bullock, Secretary of State

3271861 8100V
SR# 20220207025

Authentication: 202468812
Date: 01-24-22

You may verify this certificate online at corp.delaware.gov/authver.shtml

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Corporation first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the corporation first formed is August 8, 2000.
- 4.) The name of the Corporation immediately prior to filing this Certificate is Metropolitan Telecommunications of Missouri, Inc..
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Metropolitan Telecommunications of Missouri, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
21st day of January, A.D. 2022.

By: /s/ Andoni Economou
Authorized Person

Name: Andoni Economou
Print or Type

CSC

www.cscglobal.com

CSC- Chicago
Suite 2320
33 No. LaSalle Street
Chicago, IL 60602-2607
800-927-9801
302-636-5454 (Fax)

Matter# NOT PROVIDED

Order# 391805-305

Project Id :

Order Date 01/24/2023

Entity Name: METROPOLITAN TELECOMMUNICATIONS OF MISSOURI, LLC

Jurisdiction: MO - Secretary of State

Request for: Qualification Filing

File#: FL001698838

File Date: 05/22/2023

Result: Filed

Ordered by JOEL MARGOLIS at METTEL

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at www.cscglobal.com.

If you have any questions concerning this order or CSCGlobal, please feel free to contact us.

April Miller

amiller5@cscinfo.com

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.

STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CERTIFICATE OF REGISTRATION

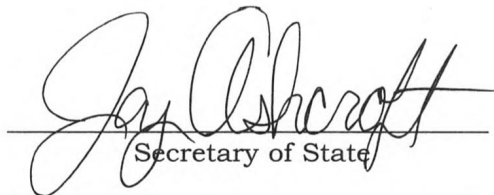
WHEREAS,

METROPOLITAN TELECOMMUNICATIONS OF MISSOURI, LLC
FL001698838

existing under the laws of the State of Delaware has filed with this state its Application of Registration and whereas this Application of Registration conforms to the Missouri Limited Liability Company Act.

NOW, THEREFORE, I, JOHN R. ASHCROFT, Secretary of State of the State of Missouri, by virtue of the authority vested in me by law, do hereby certify and declare that on the 22nd day of May, 2023, the above Foreign Limited Liability Company is duly authorized to transact business in the State of Missouri and is entitled to any rights granted Limited Liability Companies.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 22nd day of May, 2023.


Secretary of State





State of Missouri
John R. Ashcroft, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

FL001698838
Date Filed: 5/22/2023
John R. Ashcroft
Missouri Secretary of State

Application for Registration of a Foreign
Limited Liability Company

(Submit with filing fee of \$105.00)

1. The name of the foreign limited liability company is: METROPOLITAN TELECOMMUNICATIONS OF MISSOURI, LLC

2. The name under which the foreign limited liability company will conduct business in Missouri is (must contain "limited company, "limited liability company", "LC", "LLC", "L.C.", or "L.L.C.") (must be filled out if different from line (1)):

3. The foreign limited liability company was formed under the laws of Delaware on the date of 08/08/2000 (state or jurisdiction) (month/day/year)

4. The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is: To provide telecommunications services

5. The name and address of the limited liability company's registered agent in Missouri is (this line must be completed and include a street address):

CSC-Lawyers Incorporating Service Company 221 Bolivar Street Jefferson City, MO 65101
Name Address (PO Box may only be used in conjunction with a physical street address) City/State/Zip

The Secretary of State is appointed agent for service of process if the foreign limited liability company fails to maintain a registered agent. Note: failure to maintain a registered agent constitutes grounds to cancel the registration of the foreign limited liability company.

6. The address of the registered office in the jurisdiction organized. If none required, then the principal office address of the foreign limited liability company is:

55 Water Street, 32nd Floor, New York, NY 10041
Address (PO Box may only be used in conjunction with a physical street address) City/State/Zip

7. This application must include a current certificate of good standing/existence from the secretary of state or other similar official in the state of domicile. Such document should be dated within 60 calendar days from filing.

(Please see next page)

Name and address to return filed document:
Name:
Address:
City, State, and Zip Code:

ORI-05222023-0507 State of Missouri
No of Pages 3 Pages



Creation - LLC/LP/LLP

8. Series LLC (OPTIONAL) Pursuant to Section 347.186, the foreign limited liability company may establish a designated series in its operating agreement. The names of the series must include the full name of the limited liability company under which it has been admitted to transact business in this state and are the following:

New Series:

The limited liability company gives notice that the series has limited liability.

New Series:

The limited liability company gives notice that the series has limited liability.

New Series:

The limited liability company gives notice that the series has limited liability.

(Each separate series must also file an Attachment Form LLC 4A.)

In Affirmation thereof, the facts stated above are true and correct.

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)


Authorized Signature Andoni Economou 03/17/2023
Printed Name Date

Authorized Signature Printed Name Date

Authorized Signature Printed Name Date

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METROPOLITAN TELECOMMUNICATIONS OF MISSOURI, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF MARCH, A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "METROPOLITAN TELECOMMUNICATIONS OF MISSOURI, LLC" WAS FORMED ON THE EIGHTH DAY OF AUGUST, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



3271861 8300

SR# 20231064628

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202955078

Date: 03-20-23