

January 29, 2021  
**Via Overnight Delivery**  
& E-Mail

Secretary  
Utah Public Service Commission  
Heber M. Wells Building  
160 East 300 South, Suite 400  
Salt Lake City, UT 84111

**RE: Spectrotel, Inc. d/b/a OneTouch Communications d/b/a Touch Base Communications  
Notice of Corporate Reorganization**

Dear Sir or Madam:

Enclosed for filing please find the original and two (2) copies of the above referenced filing submitted on behalf of Spectrotel, Inc. d/b/a OneTouch Communications d/b/a Touch Base Communications ("Spectrotel" or "Company"). Spectrotel has completed an internal corporate reorganization resulting in the creation of a new affiliate, Spectrotel of the West LLC, which will become the telecommunications service provider for the Company's Utah customers.

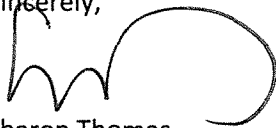
Spectrotel was authorized to provide Facilities-Based and Resold Local Exchange Telecommunications Services in Utah on December 6, 2011 in Docket No. 11-2543-01. The Company respectfully requests that the Commission approve the transaction to the extent required by law and/or Commission rules and transfer or reissue Spectrotel's Certificate of Public Convenience and Necessity to Spectrotel of the West LLC, effective as soon as practicable. (Spectrotel of the West LLC does not intend to operate using DBAs at this time.)

*A copy of this filing has also been emailed to the commission via [psc@utah.gov](mailto:psc@utah.gov).*

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for that purpose.

Any questions you may have regarding this filing should be directed to my attention at 407-740-3031 or via email to [Sthomas@inteserra.com](mailto:Sthomas@inteserra.com). Thank you for your assistance in this matter.

Sincerely,



Sharon Thomas  
Consultant

cc: Utah PSC (E-Mail)  
tms: UTx2101

Enclosures  
ST/gs

**Spectrotel, Inc.**  
**Description of Corporate Reorganization**

Spectrotel, Inc. has completed an internal corporate reorganization resulting in the creation of a new affiliate, Spectrotel of the West LLC, which will become the telecommunications service provider for the Company's Utah customers. The effect of this reorganization is pro forma in nature and transparent to Utah customers. Spectrotel, Inc. respectfully requests that the Commission approve the transaction to the extent required by law and/or Commission rules and transfer or reissue Spectrotel Inc.'s Certificate of Public Convenience and Necessity to Spectrotel of the West LLC, effective as soon as practicable.

A description of the transaction is set forth below.

**The Companies**

Spectrotel, Inc. is a privately held corporation organized under the laws of the State of Delaware. Spectrotel's principal business address is 3535 State Highway 66, Suite 7, Neptune, New Jersey, 07753. Spectrotel, Inc. was authorized to provide Facilities-Based and Resold Local Exchange Telecommunications Services in Utah on December 6, 2011 in Docket No. 11-2543-01.

Spectrotel of the West LLC is a newly created privately-held limited liability company organized under the laws of the State of Delaware, with offices at the same location as Spectrotel, Inc. Attachment 1 includes Spectrotel of the West LLC's Certificate of Formation of Limited Liability Company in Delaware, the certificate of good standing issued by the Delaware Secretary of State and the Certificate of Authority to transact business as a foreign LLC in Utah.

**The Transaction**

Spectrotel, Inc. has undertaken an internal corporate reorganization, creating Spectrotel of the West LLC to serve its customers in Utah. The corporate reorganization will not impact customers, and service will continue under the current rates, terms, and conditions. The ultimate ownership and control of the Company will not change. Spectrotel of the West LLC is a member managed LLC with Spectrotel Holding Company, LLC, a Delaware LLC, as its sole member. Spectrotel Holding Company, LLC is also a member managed LLC, with Spectrotel, Inc. as its primary member. Spectrotel, Inc., the ultimate parent company of Spectrotel of the West LLC, will continue to be 100% owned by Jack Dayan.

No new parent corporation or other entity will acquire Spectrotel, Inc. and no change of control will occur. No other public service company or stock corporation will acquire Spectrotel, Inc. as a result of this transaction. An organizational chart depicting the operating entity's corporate ownership and status before and after the restructuring is displayed on Attachment 2.

Upon completion of this reorganization, there will be no change to the management, corporate ownership, employees, rates, services, or other contract rights and obligations of the company. All of the current managerial, technical and financial resources available to Spectrotel, Inc. will remain available to Spectrotel of the West LLC, since the ultimate ownership of the Company will not change. Through this transaction, Spectrotel, Inc. is not seeking to expand or reduce its operating authority, and its services to customers (and service obligations) will not change as a result. Customer bills will continue to reflect the name "Spectrotel" as applicable. The proposed restructuring is in the public interest because it will allow Spectrotel to achieve administrative efficiencies and potential cost savings, thus financially strengthening the company without altering its operations in any respect.

Because the internal corporate restructuring will be transparent to customers, customer notice was not provided, as it would likely be confusing to customers.

**Conclusion**

Spectrotel, Inc. respectfully requests that the Commission approve the internal corporate reorganization described herein to the extent required by law or Commission rules, transfer or reissue Spectrotel Inc.'s Certificate of Public Convenience and Necessity to Spectrotel of the West LLC, effective as soon as practicable and grant such other relief as may be required.

**Attachment 1**

**Certificate of Formation of Limited Liability Company**

**Certificate of Good Standing**

**Certificate of Authority to Transact Business as a Foreign LLC**

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "SPECTROTEL OF THE WEST LLC", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JUNE, A.D. 2020, AT 10:06 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

3061783 8100  
SR# 20205687123

Authentication: 203112135  
Date: 06-15-20

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:06 AM 06/15/2020  
FILED 10:06 AM 06/15/2020  
SR 20205687123 - File Number 3061783

**CERTIFICATE OF FORMATION**

**OF**

**SPECTROTEL OF THE WEST LLC**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

**FIRST:** The name of the limited liability company (hereinafter called the "limited liability company") is:

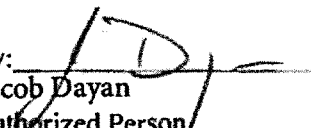
**Spectrotel of the West LLC**

**SECOND:** The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are:

Cogency Global Inc.  
850 New Burton Road  
Suite 201  
Dover, Delaware 19904

**THIRD:** This Certificate of Formation shall be effective upon filing.

Executed on June 11, 2020.

By:   
Jacob Dayan  
Authorized Person

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPECTROTEL OF THE WEST 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 FOURTH DAY OF DECEMBER, A.D. 2020.



3061783 8300

SR# 20208560564

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://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.

Authentication: 204237228

Date: 12-04-20



**Utah Department of Commerce**  
**Division of Corporations & Commercial Code**  
160 East 300 South, 2nd Floor, PO Box 146705  
Salt Lake City, UT 84114-6705  
Service Center: (801) 530-4849  
Toll Free: (877) 526-3994 Utah Residents  
Fax: (801) 530-6438  
Web Site: <http://www.commerce.utah.gov>

10/08/2020  
11870802-016110082020-3083509

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## CERTIFICATE OF EXISTENCE

**Registration Number:** 11870802-0161  
**Business Name:** SPECTROTEL OF THE WEST LLC  
**Registered Date:** July 28, 2020  
**Entity Type:** LLC - Foreign  
**Status:** Current

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah. The Division also certifies that this entity has paid all fees and penalties owed to this state; its most recent annual report has been filed by the Division (unless Delinquent); and, that Articles of Dissolution have not been filed.



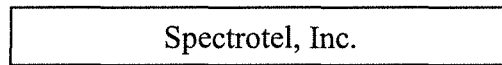
Jason Sterzer  
Director  
Division of Corporations and Commercial Code

**Attachment 2**

**Organizational Chart**



Pre-Restructuring Organization



Post-Restructuring Organization

