

July 10, 2023

**Via Electronic Filing**

Mr. Gary Widerburg, Commission Administrator  
Utah Public Service Commission  
Heber M. Wells Building  
160 East 300 South  
Salt Lake City, UT 84111.

**Re: Notice of Name Change of Metropolitan Telecommunications of Utah, Inc. to  
Metropolitan Telecommunications of Utah, LLC**

**Dear Mr. Widerburg:**

Metropolitan Telecommunications of Utah, Inc. ("MetTel"), by its undersigned counsel, hereby notifies the Utah Public Service Commission ("Commission") of its name change to Metropolitan Telecommunications of Utah, LLC as a result of its conversion from a corporation to a limited liability company. MetTel has registered the new name with the Utah Division of Corporations and Commercial Code, and the corresponding documents are attached to this notice as **Exhibit A**. This notice 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 Utah statutes and regulations, MetTel understands that prior approval is not required to complete the transaction described herein. The transaction was part of a conversion of MetTel operating companies from corporations to limited liability companies. Following completion of the conversion of all the MetTel operating companies, an intermediate holding company was inserted between MetTel's parent company, Metropolitan Telecommunications Holding Company LLC ("MetTel Holding"), and its ultimate parent company, MetTel, Inc. MetTel respectfully requests that the Commission issue an updated certificate of public convenience and necessity reflecting the new name.

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.

MetTel further states as follows:

**I. Description of Metropolitan Telecommunications of Utah, 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 operate as a competitive local exchange carrier on September 21, 2005 in Docket No. 05-2457-01 (the "UT CPCN").

In addition to the services provided by MetTel to Utah 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 Utah may be found in its initial application for the UT CPCN as a matter of public record. MetTel respectfully requests that the Commission take official notice of the information contained in the Utah application 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](mailto:mpd@CommLawGroup.com)

with copies to:

Joseph Farano  
General Counsel  
MetTel  
BellWorks 101 Crawfords Corner Road, #311  
Holmdel, NJ 07733  
Office Tel: 212-359-5037  
E-mail: [jfarano@mettel.net](mailto: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 Utah, LLC. Under Delaware law, the conversion reverts to the date the entity was originally formed.<sup>1</sup> The conversion changes the business organization form and name only of the certificated entity. There will be no change in the certificated

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<sup>1</sup> 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.")

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 Utah, Inc. invoiced customers under the name "MetTel" and Metropolitan Telecommunications of Utah, LLC will continue to invoice customers under the name "MetTel"; consequently, MetTel has not informed customers of the name change. Accordingly, the name change is minimal, as it applies only to the organization form after the entity's name change, 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 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.

#### **IV. Public Interest Considerations**

The internal corporate restructuring described herein will serve the public interest for several reasons.

The conversions will in no way diminish the availability, quality, and affordability of the telecommunications services offered to MetTel's Utah customers. Since the only change arising from the conversions will be the certificated entity's conversion from a corporation to a limited liability company and the creation of an intermediate holding company, there will be no changes in network coverage, services or rates as a result of the consummation of the conversions. Moreover, because customer invoices will not change, most MetTel subscribers will not even notice that their provider had undergone an internal corporate restructuring. Finally, the conversions should raise no antitrust concerns, because the participating entities are wholly owned and controlled by the same parent organizations. As such, there will be no transfer of control of any business operations.

In sum, the conversions will serve the public interest by preserving and enhancing MetTel's strengths without posing any threat of anticompetitive effects or other public interest harms, and they will be largely invisible to consumers.

#### **V. Conclusion**

For the reasons stated above, MetTel respectfully submits that the public interest, convenience, and necessity would be furthered by the proposed transaction. Accordingly, 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](mailto:mpd@commlawgroup.com) or (703) 714-1319.

Respectfully submitted,

A handwritten signature in blue ink that reads "Michael P. Donahue". The signature is written in a cursive, flowing style.

Michael P. Donahue

*Counsel for Metropolitan Telecommunications of Utah,  
Inc.*

**EXHIBIT LIST**

**Exhibit A**                    **Metropolitan Telecommunications of Utah Certificate of Formation, Certificate of Conversion to a Limited Liability Company and Certificate of Authority to Transact Business in Utah**

**EXHIBIT A**

**Metropolitan Telecommunications of Utah Certificate of Formation,  
Certificate of Conversion to a Limited Liability Company and  
Certificate of Authority to Transact Business in Utah**

# 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 UTAH, LLC" FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JANUARY, A.D. 2022, AT 2:21 O`CLOCK P.M.*



  
Jeffrey W. Bullock, Secretary of State

3309346 8100V  
SR# 20220207823

Authentication: 202469454  
Date: 01-24-22

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://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 Utah, 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 UTAH, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "METROPOLITAN TELECOMMUNICATIONS OF UTAH, INC." TO "METROPOLITAN TELECOMMUNICATIONS OF UTAH, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JANUARY, A.D. 2022, AT 2:21 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

3309346 8100V  
SR# 20220207823

Authentication: 202469454  
Date: 01-24-22

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://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 October 30, 2000.
- 4.) The name of the Corporation immediately prior to filing this Certificate is Metropolitan Telecommunications of Utah, Inc..
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Metropolitan Telecommunications of Utah, 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

RECEIVED

MAR 22 2023

Utah Div. of Corp. & Comm. Code



State of Utah  
Department of Commerce  
Division of Corporations & Commercial Code  
Articles/Statement of Conversion

EXPEDITE

Non-Refundable Processing Fee: \$37.00

1. The Articles/Statement of Conversion shall state:

Entity Number: 7658616-0143

First: The name and entity type of the company immediately prior to the filing of the conversion:

Name: METROPOLITAN TELECOMMUNICATIONS OF UTAH, INC.

Entity Type (Corp, LLC, LP, Partnership, DBA, etc.): Foreign Corporation

Second: The date and state where the company was first created and, if it has changed, its jurisdiction immediately prior to its conversion;

10/30/2000

Date of formation

Delaware

State / Jurisdiction

Third: The name and entity type of the company as set forth in its converted entity filing:

Name: METROPOLITAN TELECOMMUNICATIONS OF UTAH, LLC

Entity Type: Foreign Limited Liability Company

Delaware

State / Jurisdiction

15 West South Temple, Suite 600, Salt Lake City, UT 84101

Registered Agent address or mailing address for service of process if not qualified as a foreign entity in Utah

Fourth: The future effective date of the conversion to the new entity if it is not to be effective upon the filing of the conversion;

03/30/2023 (MM-DD-YYYY)

Fifth: Under penalties of perjury, I declare that the Articles/Statement of Conversion have been duly approved by the owners of the entity.

Name: Andoni Economou

Signature: [Signature]

Title: Secretary

Date: 03/20/2023

2. Additional filing requirements: The non-refundable processing fee of \$37.00 payable to the State of Utah, and application for new entity must accompany this form. No additional fee for the new application.

Under GRAMA {63-2-201}, all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code  
I hereby certified that the foregoing has been filed  
and approved as of this delayed effective date:  
30th day of MARCH 20 23  
In this office of this Division and hereby issued  
This Certificate thereof.

Examiner

[Signature]

Date

03/24/23



[Signature]  
Leigh Veillette  
Division Director



State of Utah  
 Department of Commerce  
 Division of Corporations & Commercial Code  
 Foreign Registration Statement (Foreign Limited Liability Company)

This form must be type written or computer generated.

RECEIVED  
 MAR 22 2023

Utah Div. of Corp. & Comm. Code

Important: Read instructions before completing form

Non-Refundable Processing Fee: \$54.00

1. Exact Name of Foreign Limited Liability Company:		METROPOLITAN TELECOMMUNICATIONS OF UTAH, LLC			
2. Jurisdiction of Formation:		Delaware			
3. Principal office address: Street Address Required		55 Water Street, 32nd Floor, New York, NY 10041			
		Address	City	State	Zip
4. The name of the Registered Agent (Individual or Business Entity or Commercial Registered Agent): Corporation Service Company 7156715-0250					
<i>The address must be listed if you have a non-commercial registered agent. See instructions for further details.</i>					
Address of the Registered Agent: _____					
Utah Street Address Required, PO Boxes can be listed after the Street Address					
City: _____ State UT Zip: _____					
5. If the name is not available in Utah the LLC shall use as it's name: _____ Must be the same as number (1) unless the name is not available or permitted in Utah.					
6. Purpose of the Limited Liability Company: (optional) To provide telecommunications services					
7. Managers/Members of the Limited Liability Company: (optional)					
Position	Name	Address	City	State	Zip
MANAGER:	Marshall Aronow	55 Water Street, 32nd Floor, New York, NY 10041			
MANAGER:	Andoni Economou	101 Crawford's Corner Road, Suite #4-311, Holmdel, NJ 07733			
MEMBER:					
MEMBER:					
Under penalties of perjury, I declare that this application for authority to transact business has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.					
Authorized Signature: _____		Name & Title: Andoni Economou - Manager			
Under GRAMA {63G-2-201}, all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.					
Optional Inclusion of Ownership Information: This information is not required.					
Is this a female owned business?		<input type="radio"/> Yes	<input type="radio"/> No		
Is this a minority owned business?		<input type="radio"/> Yes	<input type="radio"/> No	If yes, please specify: <input type="text" value="Select/Type the race of the owner here"/>	

765 9016 - 0141

State of Utah  
 Department of Commerce  
 Division of Corporations and Commercial Code  
 I hereby certified that the foregoing has been filed  
 and approved as of this delayed effective date:  
5/17 day of MARCH 2023  
 In this office of this Division and hereby issued  
 This Certificate thereof.

Examiner JSS Date 03/21/23



L. Veillette  
 Leigh Veillette  
 Division Director