

July 12, 2022

VIA ELECTRONIC FILING

Sallie Tanner
Executive Secretary
Georgia Public Service Commission
244 Washington Street S.W.
Atlanta, GA 30334-5701

Re: Notification of Corporate Reorganization and Request for Name Change of Metropolitan Telecommunications of Georgia, Inc. to Metropolitan Telecommunications of Georgia, LLC

Dear Ms. Tanner:

Metropolitan Telecommunications of Georgia Inc. ("MetTel"), by its undersigned counsel, hereby notifies the Georgia Public Service Commission ("Commission") of its conversion to a limited liability company resulting in a name change to Metropolitan Telecommunications of Georgia, 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. 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. Upon a review of Georgia 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.

MetTel further states as follows:

I. Description of Metropolitan Telecommunications of Georgia 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 (Certificate No. R-0879) on December 8, 2003 in Docket No. 16086-U, Decision No. R-0879. MetTel was also authorized to provide competitive local exchange telecommunications services (Certificate No. L-0320) on December 3, 2002 in Docket No. 16091-U.

In addition to the services provided by MetTel to Georgia 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 Georgia may be found in its initial applications for local and interexchange certificates of authority as a matter of public record in the above-referenced dockets. MetTel respectfully requests that the Commission take official notice of the information contained in the Georgia applications 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 Crawfords 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 Georgia, 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 will be no change in the certificated entity's ownership, management, operation, rates or service offerings or responsibility for regulatory

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.")

obligations upon conversion of all the MetTel operating companies. Metropolitan Telecommunications of Georgia Inc. currently invoices customers under the name "MetTel" and Metropolitan Telecommunications of Georgia, 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 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 certificates of authority remain the same. MetTel's Georgia Product Guide, updated to reflect the new name, is available online https://www.mettel.net/wp-content/uploads/2023/02/GA_REV-29_PG_02.08.23_P3344_AV.pdf.

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 Georgia 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 or (703) 714-1319.

Respectfully submitted,



Michael P. Donahue

Counsel for Metropolitan Telecommunications of Georgia Inc.

EXHIBIT LIST

Exhibit A **Metropolitan Telecommunications of Georgia Certificate of Formation, Certificate of Conversion to a Limited Liability Company and Certificate of Conversion**

EXHIBIT A

**Metropolitan Telecommunications of Georgia Certificate of Formation,
Certificate of Conversion to a Limited Liability Company and Certificate of Conversion**

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 GEORGIA INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "METROPOLITAN TELECOMMUNICATIONS OF GEORGIA INC." TO "METROPOLITAN TELECOMMUNICATIONS OF GEORGIA LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JANUARY, A.D. 2022, AT 1:32 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

3230989 8100V
SR# 20220206643

Authentication: 202466276
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 May 18, 2000.

- 4.) The name of the Corporation immediately prior to filing this Certificate is Metropolitan Telecommunications of Georgia Inc..

- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Metropolitan Telecommunications of Georgia 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

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 0025209
EFFECTIVE DATE: 06/01/2000
JURISDICTION : DELAWARE
REFERENCE : 0093
PRINT DATE : 06/01/2000
FORM NUMBER : 316

LAWRENCE A. KIRSCH
90 STATE ST., #815
ALBANY, NY 12207

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

METROPOLITAN TELECOMMUNICATIONS OF GEORGIA INC.
A FOREIGN PROFIT CORPORATION

has been duly incorporated under the laws of the jurisdiction set forth above and has filed an application meeting the requirements of Georgia law to transact business as a foreign corporation in this state.

WHEREFORE, by the authority vested in me as Corporations Commissioner, the above named corporation is hereby granted, on the effective date stated above, a certificate of authority to transact business in the State of Georgia as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in black ink, appearing to read 'Cathy Cox'.

Cathy Cox
Secretary of State



OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

WARREN RARY
Director

CATHY COX
Secretary of State

Registered agent, officer, entity status information via the Internet
<http://www.sos.state.ga.us/corporations>

QUINTILIS B. ROBINSON
Deputy Director

APPLICATION FOR CERTIFICATE OF AUTHORITY
FOR FOREIGN CORPORATION

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # 1530497 PENDING P2133 CONTROL 04509

DOCKET CODE STG DATE FILED 6/1/00 AMOUNT 270 CHECK # 12438

TYPE CODE 93 EXAMINER 93 JURISDICTION CODE 08

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. Metropolitan Telecommunications of Georgia Inc. 1530497
Corporate Name Name Reservation Number (Optional)
Estimated 9/2000
Date business commenced (or proposed) in Georgia (NOTE: If the date provided here is more than 30 days prior to the date the application is received by the Secretary of State a \$500 penalty, FOR EACH YEAR OR PART THEREOF, will be assessed.)

2. Lawrence A. Kirsch, Esq. 800-342-9856
Applicant/Attorney Telephone Number
90 State Street, Suite 815
Address
Albany, NY 12207
City State Zip Code

3. 44 Wall Street, 14th Floor, New York, NY 10005
Principal Office Mailing Address City State Zip Code

4. Origin Information and Services, Inc.
Name of Registered Agent in Georgia
233 Mitchell St., Ste. 400
Registered Office Street Address in Georgia
Atlanta Fulton GA 30303
City County State Zip Code

5. Circle ONE: PROFIT NON-PROFIT
Jurisdiction (Home State/Country): Delaware
Date of Incorporation: 5/18/00
Period of Duration: Perpetual

6. Marshall Aronow, President, 44 Wall Street, 14th Fl, NY, NY 10005
Officer / CEO Address City State Zip Code
Andoni Economou, Secretary, 44 Wall Street, 14th Fl, NY, NY 10005
Officer / CFO Address City State Zip Code
Marsahll Aronow, 44 Wall Street, 14th Fl, NY, NY 10005
Officer / SEC Address City State Zip Code
Andoni Economou, 44 Wall Street, 14th Fl, NY, NY 10005
Director Address City State Zip Code
Andoni Economou, 44 Wall Street, 14th Fl, NY, NY 10005
Director Address City State Zip Code

7. NOTICE: Mail or deliver the following items to the Secretary of State at the above address.
- (1) Original and one copy of this application
 - (2) An ORIGINAL certificate of existence, not more than 90 days old, certified by the home state or country must be sent in with this application. A photocopy WILL NOT be accepted. Certificate from home state must accompany application and be no more than 90 days old.
 - (3) Filing fee of \$170.00 (Profit) or \$70.00 (Nonprofit) payable to "Secretary of State." Filing fees are NON-refundable.

[Signature]
Authorized Signature

5/23/00
Date

FORM 236

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METROPOLITAN TELECOMMUNICATIONS OF GEORGIA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF MAY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "METROPOLITAN TELECOMMUNICATIONS OF GEORGIA INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF MAY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3230989 8300

001272088

AUTHENTICATION: 0465969

DATE: 05-30-00

GERALD WEINBERG, P.C.

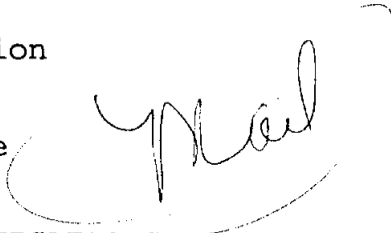
Attorneys at Law
90 State Street
Albany, New York 12207

Telephone (518) 463-2051
NYS (800) 342-9856
Facsimile (518) 463-0079

Gerald Weinberg
Lawrence A. Kirsch

May 31, 2000

Business Services & Regulation
Georgia Department of State
Suite 315 West Tower
Two Martin Luther King Drive
Atlanta, Georgia 30334



RE: METROPOLITAN TELECOMMUNICATIONS OF GEORGIA INC.

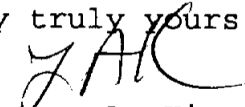
Dear Sir or Madam:

Enclosed herein please find the Application for a Certificate of Authority in connection with the above entitled DELAWARE corporation. Kindly file the original and return the duplicate copy with the date of filing stamped thereon, in the prepaid UPS envelope provided for your convenience.

Enclosed please find my firm's check in the amount of \$270.00, \$170.00 for the states filing fee, and \$100.00 for expedited service.

Thank you for giving this matter you attention and consideration.

Very truly yours,



Lawrence A. Kirsch

LAK/jk
Enc.

STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

AMENDED CERTIFICATE OF AUTHORITY
NAME CHANGE

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

METROPOLITAN TELECOMMUNICATIONS OF GEORGIA INC.
a Foreign Profit Corporation

formed under the laws of the State of **Delaware** and authorized to transact business in Georgia on **06/01/2000**, has amended its application to transact business in this state by the filing of an amendment changing its name to

METROPOLITAN TELECOMMUNICATIONS OF GEORGIA LLC
a Foreign Limited Liability Company

and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said application.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **03/22/2023**.



Brad Raffensperger

Brad Raffensperger
Secretary of State



Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, GA 30334
(404) 656-2817
sos.georgia.gov/corporations

2023 MAR 20 PM 3:26

SECRETARY OF STATE
CORPORATIONS DIVISION

APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY OF A FOREIGN ENTITY

An amended certificate of authority is obtained by filing an application for amended certificate of authority if a foreign entity changes its name or its jurisdiction of organization. If any other information required in the original application has changed, please use this form, attaching additional pages if necessary, to inform the Secretary of State of said changes. Complete (where applicable) and return this form with a check or money order payable to "Secretary of State" in the amount of \$30.00 (\$20.00 filing fee plus \$10 paper filing service charge).

1. Entity Name: METROPOLITAN TELECOMMUNICATIONS OF GEORGIA INC.

2. Entity Control Number: 0025209

3. Entity Type (check one only):

- Corporation (choose one type) Profit Nonprofit Professional Benefit
Limited Liability Company (LLC)
Limited Partnership/Limited Liability Limited Partnership (LP/LLLP)
Limited Liability Partnership (LLP)

4. State/Country of Home Jurisdiction: Delaware

5. Date of Authorization in Georgia: 06/01/2000

6. New Entity Type (if applicable):

- Corporation (choose one type) Profit Nonprofit Professional Benefit
Limited Liability Company
Limited Partnership/Limited Liability Limited Partnership
Limited Liability Partnership

7. New Name of Entity (if applicable): METROPOLITAN TELECOMMUNICATIONS OF GEORGIA LLC

8. New Home Jurisdiction (if applicable):

9. Effective Date: (Choose one) Upon filing Delayed effective date and/or time: 03/30/2023

10. Signature Date: 03/16/2023

Print Name*: Andoni Economou

Email Address: aeconomou@mettel.net

Signer's Capacity (check one only):

- Corporation: Officer Chairperson of Board of Directors Attorney-in-fact Attorney
Director Court-Appointed Fiduciary Incorporator Authorized Person
LLC: Member Manager Organizer Attorney-in-fact Attorney Court-Appointed Fiduciary Authorized Person
LP/LLLP: General Partner Attorney-in-fact Attorney
LLP: General Partner Managing Partner Partner Attorney-in-fact Attorney Authorized Person

* Enter individual's legal name, i.e. first and last name without use of initials or nicknames. Middle names or initials may be included.



Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.georgia.gov/corporations

APPLICATION FOR CERTIFICATE OF AUTHORITY
FOR FOREIGN LIMITED LIABILITY COMPANY

IMPORTANT: Please provide the entity's primary email address when completing this form.

Primary Email Address: aeconomou@mettel.net

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. METROPOLITAN TELECOMMUNICATIONS OF GEORGIA LLC
Name of Limited Liability Company Name Reservation Number (Optional)

May 1, 2023

Date business commenced (or proposed) in Georgia (NOTE: If date provided here is more than 30 days prior to the effective date of this application, a \$500 penalty plus fees must be paid. Penalty is statutory and cannot be waived by Secretary of State.) May 1, 2023

2. Corporation Service Company
Name* of Filing Person
251 Little Falls Drive Wilmington DE 19808
Address City State Zip Code
Filer's Email Address Telephone Number

3. METROPOLITAN TELECOMMUNICATIONS OF GEORGIA LLC
Name of Limited Liability Company in State or Country of Formation
Delaware 05/18/2000 Perpetual
Jurisdiction (Home State or Country) Date of Formation in Home State or Country Period of Duration

4. 55 Water Street, 32nd Floor, New York, NY 10041
Address of Principal Place of Business City State Zip Code

5. Corporation Service Company sop@cscglobal.com
Name* of Registered Agent in Georgia Registered Agent's Email Address
2 Sun Court, Suite 400
Registered Office Street Address in Georgia (post office box or mail drop not acceptable for registered office address)
Peachtree Corners Gwinnett GA 30092
City County State Zip Code

6. Andoni Economou 101 Crawfords Corner Road, Suite #4-311, Holmdel, NJ 07733
Manager's Name* & Address (person with substantial responsibility for managing LLC's business activities) City State Zip Code

7. 55 Water Street, 32nd Floor, New York, NY 10041
Address Where Limited Liability Company's Records Are Maintained City State Zip Code

8. Effective Date: (Choose one) [] Upon filing [x] Delayed effective date and/or time: 03/30/2023
(A delayed effective date must be within 90 days of the filing date.)

9. NOTICE: Mail the following items to the Secretary of State at the above address
(1) This application;
(2) Fee of \$235.00 (\$225 filing fee + \$10 paper filing service charge) payable to "Secretary of State." Filing fees are non-refundable.

This application is signed by a person duly authorized to sign such instruments by the laws of the jurisdiction under which the foreign limited liability company is organized. The foreign limited liability company undertakes to keep its records at the address shown in #7 above until its registration in Georgia is canceled or withdrawn. The foreign limited liability company, in accordance with Title 14 of the Official Code of Georgia Annotated, appoints the Secretary of State as agent for service of process if no agent has been appointed in Georgia or, if appointed, the agent's authority has been revoked or the agent cannot be found or served by the exercise of reasonable diligence.

03/16/2023

Signature of Authorized Person
Andoni Economou
Print Name*

Date
Manager
Title

* Enter individual's legal name, i.e. first and last name without use of initials or nicknames. Middle names or initials may be included.