

A NEW KIND OF LAW FIRM

August 8, 2023

VIA ELECTRONIC FILING

Amanda Maxwell Executive Director and Secretary 621 Woodland Square Loop SE Lacey, WA 9850 Received Records Management Aug 8, 2023

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

To Director Maxwell,

Metropolitan Telecommunications of Washington, Inc. ("MetTel"), by its undersigned counsel, hereby notifies the Washington Utilities and Transportation Commission ("Commission") of its conversion to a limited liability company resulting in a name change to Metropolitan Telecommunications of Washington, 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 Washington 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 Washington, 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 resold and facilities-based local, access, and interexchange services on January 3, 2003, in Docket No. UT-010298; Effective March 28, 2001.

In addition to the services provided by MetTel to Washington 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 Washington may be found in the above referenced dockets 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 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

Office Tel: 212-359-5037 E-mail: ifarano@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 Washington, LLC. Under Delaware law, the conversion reverts to the date the entity was originally formed. 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 Washington, Inc. invoiced customers under the name "MetTel" and Metropolitan Telecommunications of Washington, LLC will continue to invoice customers under the name "MetTel". Accordingly, the name

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."

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 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,

Michael P. Donahue

Counsel for Metropolitan Telecommunications of Washington, Inc.

EXHIBIT LIST

Exhibit A - Metropolitan Telecommunications of Washington, LLC Certificate of Formation, Certificate of Conversion to a Limited Liability Company and Certificate of Authorization to Transact Business in Washington

Exhibit A

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



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

COMMUNICATIONS OF WASHINGTON, LLC" FILED IN THIS OFFICE ON THE

TWENTY-FIRST DAY OF JANUARY, A.D. 2022, AT 1:50 O'CLOCK P.M.



3271844 8100V SR# 20220207133 Authentication: 202469079 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 lia | bility company is Metropolitan Telecommunic | cations of |
|------------------------------------|--|-------------|
| Washington, LLC | | |
| | | |
| | | |
| 2. The Registered Office of th | ne 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 su | ich address upon whom process against this | s limited |
| liability company may be served in | S 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

WASHINGTON, INC." TO A DELAWARE LIMITED LIABILITY COMPANY,

CHANGING ITS NAME FROM "METROPOLITAN TELECOMMUNICATIONS OF

WASHINGTON, INC." TO "METROPOLITAN COMMUNICATIONS OF WASHINGTON,

LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JANUARY,

A.D. 2022, AT 1:50 O'CLOCK P.M.



Authentication: 202469079

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 Washington, Inc. |
| 5.) | The name of the Limited Liability Company as set forth in the Certificate of Formation is Metropolitan Telecommunications of Washington, LLC |
| IN 21 | WITNESS WHEREOF, the undersigned have executed this Certificate on the st day of January , A.D. 2022 . |
| *************************************** | |
| | By: /s/ Andoni Economou |
| | Authorized Person |
| | Name: Andoni Economou |
| | Print or Type |



Physical/Overnight address Mailing Address

801 Capitol Way S

Olympia, WA 98501-1226

PO Box 40234

Olympia, WA 98504-0234

www.sos.wa.gov/corps

This Box For Office Use Only

FILED Secretary of State State of Washington Date Filed: 04/26/2023 Effective Date: 04/26/2023

UBI No: 602 078 376

| | Non | profit | Filing | Fee | \$20 |
|---|------|---------|---------------|-----|-------|
| _ | TION | OR OTHE | * **** | | W 200 |

- All Other Entity Types Filing Fee \$30
- To Expedite Filing, Add \$50

AMENDMENT OF FOREIGN REGISTRATION STATEMENT **RCW 23.95**

| All fields required unless otherwise specified | | | | | |
|---|--------------------------------|--|--|--|--|
| (1) UBI No.: 602 078 376 | (1) UBI No.: 602 078 376 | | | | |
| (2) NAME OF FOREIGN BUSINESS: (as currently recorded with the Office of the Secretary of State) METROPOLITAN TELECOMMUNICATIONS OF WASHINGTON, INC. | | | | | |
| (3) BUSINESS TYPE CHANGE: | | | | | |
| Are you changing your business type? (Check one) ☑ Yes ☐ No | | | | | |
| If Yes, select the change being made: | | | | | |
| ☐ PROFIT CORPORATION | ☐ CREDIT UNION | | | | |
| ■ LIMITED LIABILITY COMPANY | ☐ COOPERATIVE ASSOCIATION | | | | |
| □ NONPROFIT CORPORATION | ☐ SAVINGS AND LOAN ASSOCIATION | | | | |
| □ LIMITED PARTNERSHIP | ☐ INSURANCE COMPANY | | | | |
| ☐ LIMITED LIABILITY PARTNERSHIP | | | | | |
| ☐ LIMITED LIABILITY LIMITED PARTNERSHIP | | | | | |
| ■ PROFESSIONAL SERVICE CORPORATION | | | | | |
| □ PROFESSIONAL LIMITED LIABILITY COMPANY | | | | | |
| ■ NONPROFIT PROFESSIONAL SERVICE CORPORATION | | | | | |
| □ PROFESSIONAL LIMITED LIABILITY PARTNERSHIP | | | | | |
| ☐ BANK CORPORATION | | | | | |
| ☐ BANK LIMITED LIABILITY COMPANY | | | | | |

| (4) BUSINESS NAME CHANGE: Are you changing your business name? (Check one) ☑ Yes ☐ No | | | |
|--|---|--|--|
| New Name: Metropolitan Telecommunications of Washington, LLC | | | |
| Does the business have a name reserved? (Check one) \(\subseteq \text{ Ye} | s 🛮 No | | |
| If Yes, provide the Name Reservation Number and Name | | | |
| Reservation Number: | | | |
| Reserved Name: | | | |
| (5) DOING BUSINESS AS (DBA) NAME: RCW 23.95. | | | |
| If above name is not available, enter a name to be used in W | | | |
| if above name is not available, enter a name to be used in w | asimigton state. | | |
| | | | |
| (6) JURISDICTION: Required only if changed | | | |
| Country: Sta | te: | | |
| (7) PRINCIPAL OFFICE: Required only if changed | | | |
| Principal Office Street Address (Must be a physical address; No PO Box or PMB) Mailing Address (optional) Check if mailing address is the same as street address | | | |
| Address: | Address: | | |
| Zip: City: | Zip: City: | | |
| State: Country: | State: Country: | | |
| | | | |
| (8) GOVERNOR(S): Required only if changed | | | |
| List at least one. Attach additional pages if necessary. No | OTE: A business cannot serve as its own Governor. | | |
| Name: | Name: | | |
| Name: | | | |
| Name: Name: | | | |
| (9) PERIOD OF DURATION IN HOME JURISDICTIO | ON: Required only if changed Check ONE of the following | | |
| ☐ This Company shall have a perpetual duration ☐ This Company shall have a duration of years. | | | |
| ☐ This Company shall expire on | | | |
| (10) Has your registered agent changed? (Check one) | YES NO If Yes, complete page 3 | | |

| (11) NATURE OF BUSINESS: Required only if changed | | | | |
|--|--|------------------------------|--|--|
| Briefly describe the type of business your business conducts in the state of Washington: | | | | |
| | | | | |
| (12) EFFECTIVE DATE OF THIS FILI | NG: Check ONE of the following | | | |
| ■ Date of filing □ Specify a Date | (cannot be more than 90 days followin | g received date) | | |
| (13) RETURN ADDRESS FOR THIS FI | LING: (Optional) | | | |
| If provided, the confirmation regarding this Agent's address. | specific filing will be sent to the address below, in | n addition to the Registered | | |
| Attention: | Email: | | | |
| Address: | | | | |
| | State: Zip: | | | |
| (14) POSTAL MAIL OPT-IN: By checking to | he box the business and Registered Agent will not receive email | notifications | | |
| ☐ The business wants to receive all notification | s to the Registered Agent by postal mail | | | |
| (15) AUTHORIZED PERSON: | | | | |
| I hereby certify, under penalty of lav | v, that the above information is accurate and c | omplies with the filing | | |
| requirements of state law. | | | | |
| | Andoni Economou - Executive Vice President & Chief Operating Officer | 02/24/2023 | | |
| Signature of Authorized Person | Printed Name/Title | Date | | |

<u>Delaware</u>

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

WASHINGTON, INC." TO A DELAWARE LIMITED LIABILITY COMPANY,

CHANGING ITS NAME FROM "METROPOLITAN TELECOMMUNICATIONS OF

WASHINGTON, INC." TO "METROPOLITAN TELECOMMUNICATIONS OF

WASHINGTON, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF

JANUARY, A.D. 2022, AT 1:50 O'CLOCK P.M.

AMVS OF THE PROPERTY OF THE PR

3271844 8100V SR# 20231604986

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

Jeffrey W. Bullock, Secretary of State

Authentication: 203204723

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 Washington, Inc. | | |
| 5.) | The name of the Limited Liability Company as set forth in the Certificate of Formation is Metropolitan Telecommunications of Washington, LLC | | |
| IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 21stday of, A.D2022 | | | |
| | By: /s/ Andoni Economou | | |
| | Authorized Person | | |
| | Name: Andoni Economou | | |
| | Print or Type | | |

Page 1

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| The name of the limited lia Washington, LLC | ability company is Metropolitan Telecommunications of |
|--|--|
| The Registered Office of the located at 251 Little Falls Drive | he limited liability company in the State of Delaware is (street), |
| in the City of Wilmington | , Zip Code 19808 . The |
| name of the Registered Agent at suliability company may be served in | uch address upon whom process against this limited |
| MPT BASE TO MENT THROUGH AN EXPOSITION OF A PLANT OF A THROUGH A PLANT OF A SECURITION OF A SE | |
| | |
| | By; /s/ Andoni Economou |
| | Authorized Person |
| | Name; Andoni Economou |
| | Print or Type |

CSC

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CSC- Chicago Suite 2320

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

 Matter#
 NOT PROVIDED
 Order#
 391805-455

 Project Id :
 Order Date
 01/24/2023

Entity Name: METROPOLITAN TELECOMMUNICATIONS OF WASHINGTON, INC.

Jurisdiction: WA - Secretary of State

Request for: Conversions

File#: NA

File Date: 04/26/2023 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.



Physical/Overnight address Mailing Address

801 Capitol Way S

Olympia, WA 98501-1226

PO Box 40234

Olympia, WA 98504-0234

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- All Other Entity Types Filing Fee \$30
- To Expedite Filing, Add \$50

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| ☐ BANK LIMITED LIABILITY COMPANY | | | | | |

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|--|---|--|--|
| New Name: Metropolitan Telecommunications of Washington, LLC | | | |
| Does the business have a name reserved? (Check one) \(\subseteq \text{ Ye} | s 🛮 No | | |
| If Yes, provide the Name Reservation Number and Name | | | |
| Reservation Number: | | | |
| Reserved Name: | | | |
| (5) DOING BUSINESS AS (DBA) NAME: RCW 23.95. | | | |
| If above name is not available, enter a name to be used in W | | | |
| if above name is not available, enter a name to be used in w | asimigton state. | | |
| | | | |
| (6) JURISDICTION: Required only if changed | | | |
| Country: Sta | te: | | |
| (7) PRINCIPAL OFFICE: Required only if changed | | | |
| Principal Office Street Address (Must be a physical address; No PO Box or PMB) Mailing Address (optional) Check if mailing address is the same as street address | | | |
| Address: | Address: | | |
| Zip: City: | Zip: City: | | |
| State: Country: | State: Country: | | |
| | | | |
| (8) GOVERNOR(S): Required only if changed | | | |
| List at least one. Attach additional pages if necessary. No | OTE: A business cannot serve as its own Governor. | | |
| Name: | Name: | | |
| Name: | | | |
| Name: Name: | | | |
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| ☐ This Company shall expire on | | | |
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| ■ Date of filing □ Specify a Date | (cannot be more than 90 days followin | g received date) | | |
| (13) RETURN ADDRESS FOR THIS FI | LING: (Optional) | | | |
| If provided, the confirmation regarding this Agent's address. | specific filing will be sent to the address below, in | n addition to the Registered | | |
| Attention: | Email: | | | |
| Address: | | | | |
| | State: Zip: | | | |
| (14) POSTAL MAIL OPT-IN: By checking to | he box the business and Registered Agent will not receive email | notifications | | |
| ☐ The business wants to receive all notification | s to the Registered Agent by postal mail | | | |
| (15) AUTHORIZED PERSON: | | | | |
| I hereby certify, under penalty of lav | v, that the above information is accurate and c | omplies with the filing | | |
| requirements of state law. | | | | |
| | Andoni Economou - Executive Vice President & Chief Operating Officer | 02/24/2023 | | |
| Signature of Authorized Person | Printed Name/Title | Date | | |

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| | By: /s/ Andoni Economou | |
| | Authorized Person | |
| | Name: Andoni Economou | |
| | Print or Type | |

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| The name of the limited lia Washington, LLC | bility company is Metropolitan Telecommunications of |
|---|--|
| The Registered Office of the located at 251 Little Falls Drive | ne limited liability company in the State of Delaware is (street), |
| in the City of Wilmington | , Zip Code 19808 . The |
| name of the Registered Agent at su liability company may be served i | ich address upon whom process against this limited |
| | |
| | |
| | By: /s/ Andoni Economou |
| | Authorized Person |
| | Name: Andoni Economou |
| | Print or Type |