

July 28, 2023

VIA ELECTRONIC FILING

Patricia Van Gerpen
Executive Director
South Dakota Public Utilities Commission
Capitol Building, 1st Floor
500 East Capitol Avenue
Pierre, SD 57501

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

Dear Director Van Gerpen:

Metropolitan Telecommunications of South Dakota, Inc. ("MetTel"), by its undersigned counsel, hereby notifies the South Dakota Public Utilities Commission ("Commission") of its conversion to a limited liability company resulting in a name change to Metropolitan Telecommunications of South Dakota, 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 South Dakota 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 South Dakota, 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 local and interexchange telecommunications services on July 13, 2005 in Docket No. TC05-069 (the "SD COA").

In addition to the services provided by MetTel to South Dakota 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 South Dakota consumers may be found in its initial application for the SD COA as a matter of public record. MetTel respectfully requests that the Commission take official notice of the information contained in the South Dakota 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:

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1430 Spring Hill Road, Suite 310
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with copies to:

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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 South Dakota, 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 South

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.")

Dakota, Inc. invoiced customers under the name "MetTel" and Metropolitan Telecommunications of South Dakota, 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 SD COA remain the same. MetTel's tariff under the new name is available to the public for review [here](#).

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 South Dakota customers. Since the only change arising from the conversions was 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 will be furthered by the internal restructuring. 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
South Dakota, Inc*