

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Cancellation of the Registration of)
NPG Digital Phone, Inc. to Provide Interconnected Voice) **File No. DD-2013-_____**
Over Internet Protocol Service in the State of Missouri)

MOTION TO CANCEL REGISTRATION

COMES NOW the Staff of the Missouri Public Service Commission (“Staff”), by and through the undersigned counsel, and moves for the Missouri Public Service Commission (“Commission”) to cancel the registration of NPG Digital Phone, Inc. (“Company”) to provide interconnected voice over internet protocol service in the State of Missouri. For its Motion, Staff respectfully states as follows:

1. On October 30, 2008, the Commission granted NPG Digital Phone, Inc. authority to provide interconnected voice over internet protocol services in certain exchanges in the state of Missouri in Case No. DA-2009-0119.

2. In July 2012, the undersigned spoke with a representative of the Company that stated NPG Digital Phone, Inc. merged with NPG Digital Phone, LLC, with the LLC being the surviving entity, and that NPG Digital Phone, Inc. was no longer serving customers in Missouri.

3. The Missouri Secretary of State’s (“SOS”) website contains documents related to the merger, including the Articles of Merger executed April 1, 2011, and the Missouri SOS Certificate of Merger effective April 1, 2011. (See Attachment A).

4. Because NPG Digital Phone, Inc. is no longer providing service in Missouri, the Staff recommends the Commission cancel the Company’s registration.

5. The Commission need not hold a hearing, if, after proper notice and opportunity to intervene, no party requests such a hearing. *State ex rel. Rex*

Deffenderfer Enterprises, Inc. v. Public Service Commission, 776 S.W.2d 494 (Mo. App. W.D. 1989).

6. The Company is delinquent on the filing of its calendar year 2011 annual report.

WHEREFORE, Staff recommends the Commission cancel the registration of NPG Digital Phone, Inc. to provide interconnected voice over internet protocol service in the State of Missouri.

Respectfully submitted,

/s/Jennifer Hernandez

Jennifer Hernandez
Senior Staff Counsel
Missouri Bar No. 59814

Attorney for the Staff of the
Missouri Public Service Commission
P. O. Box 360
Jefferson City, MO 65102
(573) 751- 8706 (Telephone)
(573) 751-9285 (Fax)
jennifer.hernandez@psc.mo.gov

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was served on this 14th day of August by: First Class United States Mail, postage prepaid, to NPG Digital Phone, Inc., 12444 Powerscourt Dr., Ste. 140, St. Louis, MO 63131; and by electronic mail to the Office of the Public Counsel at opcservice@ded.mo.gov.

/s/Jennifer Hernandez

File Number:

Date Filed: 07/27/2011

Effective Date: 04/01/2011

Robin Carnahan

Secretary of State

ARTICLES OF MERGER

of

NPG Digital Phone, Inc.

(a Missouri corporation)

into

NPG Digital Phone, LLC

(a Delaware limited liability company)

Pursuant to Section 347.725 of the Missouri Revised Statutes:

1. The names of the entities party to the merger are NPG Digital Phone, LLC, a Delaware limited liability company ("Survivor") and NPG Digital Phone, Inc., a Missouri corporation ("Non-Survivor").

2. The Agreement and Plan of Merger has been approved and executed by both the Survivor and the Non-Survivor in accordance with Section 347.720 of the Missouri Revised Statutes.

3. The name of the surviving limited liability company is NPG Digital Phone, LLC, a Delaware limited liability company.

4. The Registered Agent of the Survivor is CT Corporation System, 120 S. Central Avenue, Clayton, MO 63105.

5. The Certificate of Formation of the Survivor shall be the organizational documents of the Survivor.

6. The executed Agreement of Merger is on file at 12444 Powerscourt Drive, Suite 450, St. Louis, Missouri 63131, the principal place of business of the Survivor.

7. A copy of the Agreement of Merger will be furnished by the Survivor on request, without cost, to any partner, shareholder, member or their equivalent, of any entity that is a party to the merger.

13269841v.1

State of Missouri
Merger - Other 6 Page(s)



T1120816652

Attachment A

IN WITNESS WHEREOF, the Survivor and the Non-Survivor have caused these Articles of Merger to be executed as of April 1, 2011.

Merging Entity

NPG Digital Phone, Inc.
a Missouri corporation

By: 

Name: Craig L. Rosenthal

Title: Sr. Vice President

Surviving Entity

NPG Digital Phone, LLC
a Delaware limited liability company

By: 

Name: Craig L. Rosenthal

Title: Sr. Vice President

Delaware

PAGE 1

The First State

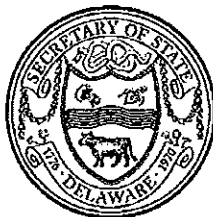
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

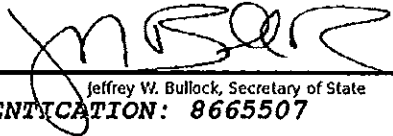
"NPG DIGITAL PHONE, INC.", A MISSOURI CORPORATION,
WITH AND INTO "NPG DIGITAL PHONE, LLC" UNDER THE NAME OF
"NPG DIGITAL PHONE, LLC", A LIMITED LIABILITY COMPANY ORGANIZED
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS
RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF APRIL, A.D.
2011, AT 1:10 O'CLOCK P.M.

4907744 8100M

110369983

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8665507

DATE: 04-01-11

CERTIFICATE OF MERGER

of

NPG Digital Phone, Inc.

(a Missouri corporation)

into

NPG Digital Phone, LLC

(a Delaware limited liability company)

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

1. The name of the surviving limited liability company is NPG Digital Phone, LLC, a Delaware limited liability company.

2. The name of the corporation being merged into this surviving limited liability company is NPG Digital Phone, Inc. The jurisdiction in which this corporation was formed is Missouri.

3. The Agreement and Plan of Merger has been approved and executed by both the corporation and limited liability company.

4. The name of the surviving limited liability company is NPG Digital Phone, LLC.

5. The executed Agreement of Merger is on file at 12444 Powerscourt Drive, Suite 450, St. Louis, Missouri 63131, the principal place of business of the surviving limited liability company.

6. A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, as of April 1, 2011

NPG Digital Phone, LLC

By: C. L. Rosenthal

Name: Craig L. Rosenthal

Title: Sr. Vice President

Print or Type

TAXATION DIVISION
P O BOX 3666
JEFFERSON CITY MO 65105-3666



Missouri
DEPARTMENT OF REVENUE

Telephone: (573) 751-9268
Fax: (573) 522-1265
E-mail: taxclearance@dor.mo.gov

CERTIFICATE OF TAX CLEARANCE

NPG DIGITAL PHONE INC
12444 POWERS COURT DR
ST LOUIS MO 63131

DATE: JULY 27, 2011

MISSOURI CORPORATION CHARTER NUMBER: 00758707

Thank you for contacting the Missouri Department of Revenue. In response to the corporation's request, a review of the tax records has been completed. All taxes owed, including all liabilities owed as determined by the Division of Employment Security, pursuant to Chapter 288, RSMo, have been paid.

This statement is not to be construed as limiting the authority of the Director of Revenue to pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

This Certificate of Tax Clearance must be presented to the Missouri Secretary of State's Office with any required paperwork and payment. For information concerning the Secretary of State's requirements, you may call their office at (573) 751-4153 or toll free at (866) 223-6535.

If you require additional information or assistance, please contact the Taxation Division at Post Office Box 3666, Jefferson City, Missouri 65105-3666 or by telephone at (573) 751-9268 during the hours of 8:00 a.m. to 5:00 p.m.

THIS CERTIFICATE REMAINS VALID FOR SIXTY (60) DAYS FROM THE ISSUANCE DATE. If you do not complete your transaction in sixty (60) days you must obtain a new Certificate of Tax Clearance. Additionally, a new Form 943, Request for Tax Clearance, may be required.

Sincerely,

A handwritten signature in cursive script that reads "Dwayne Maples".

Dwayne Maples
Administrator, Business Tax
Taxation Division

LS:DU0978

CBN001
201120800300325

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF MERGER FOREIGN ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:

NPG Digital Phone, Inc. -- 00758707

INTO:

NPG Digital Phone, LLC -- A Delaware Limited Liability Company not qualified

Organized and existing under the laws of Missouri and Delaware have been received, found to conform to law, and filed.

NOW, THEREOF, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying to the foregoing and certifying that the merger of the aforementioned with

NPG Digital Phone, LLC -- A Delaware Limited Liability Company not qualified

as the survivor, shall be effective on the date on which the same becomes effective in the State of Delaware.

Effective date: *April 1, 2011*

IN TESTIMONY WHEREOF, I hereunto

set my hand and cause to be affixed the

GREAT SEAL of the State of Missouri.

Done at the City of Jefferson, this

27th day of July, 2011.

Robin Carnahan

Secretary of State

