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January 27, 2021
Via Web Filing

Mr. Morris Woodruff, Executive Secretary
Missouri Public Service Commission
200 Madison Street
Suite 500
Jefferson City, MO 65101

**RE: Spectrotel, Inc. d/b/a Touch Base Communications
Notice of Corporate Reorganization**

Dear Mr. Woodruff:

Enclosed for filing please find the original of the Notice of Corporate Reorganization submitted on behalf of Spectrotel, Inc. d/b/a Touch Base Communications ("Spectrotel" or "Company"). Spectrotel has completed an internal corporate reorganization resulting in the creation of a new affiliate, Spectrotel of the Midwest LLC, which will become the telecommunications service provider for the Company's Missouri customers.

Spectrotel was authorized to provide Local, Non-switched Local, and Interexchange Telecommunications Services in Missouri on January 13, 2012 in File No. LA-2012-0169. The Company respectfully requests that the Commission approve the transaction to the extent required by law and/or Commission rules and transfer or reissue Spectrotel's CSAs to Spectrotel of the Midwest LLC d/b/a Touch Base Communications, effective as soon as practicable.

Any questions you may have regarding this filing should be directed to my attention at 407-740-3031 or via email to Sthomas@inteserra.com. Thank you for your assistance in this matter.

Sincerely,

/s/ Sharon Thomas

Sharon Thomas
Consultant

cc: Office of Public Counsel
tms: MOx2101

Enclosures
ST/gs

Spectrotel, Inc.
Description of Corporate Reorganization

Spectrotel, Inc. has completed an internal corporate reorganization resulting in the creation of a new affiliate, Spectrotel of the Midwest LLC, which will become the telecommunications service provider for the Company's Missouri customers. The effect of this reorganization is pro forma in nature and transparent to Missouri customers. Spectrotel, Inc. respectfully requests that the Commission approve the transaction to the extent required by law and/or Commission rules and transfer or reissue Spectrotel Inc.'s Certificates of Service Authority to Spectrotel of the Midwest LLC d/b/a Touch Base Communications, effective as soon as practicable.

A description of the transaction is set forth below.

The Companies

Spectrotel, Inc. is a privately held corporation organized under the laws of the State of Delaware. Spectrotel's principal business address is 3535 State Highway 66, Suite 7, Neptune, New Jersey, 07753. Spectrotel, Inc. was authorized to provide Local, Non-switched Local, and Interexchange Telecommunications Services in Missouri on January 13, 2012 in File No. LA-2012-0169.

Spectrotel of the Midwest LLC is a newly created privately-held limited liability company organized under the laws of the State of Delaware, with offices at the same location as Spectrotel, Inc. Attachment 1 includes Spectrotel of the Midwest LLC's Certificate of Formation of Limited Liability Company in Delaware, the certificate of good standing issued by the Delaware Secretary of State and the Certificate of Authority to transact business as a foreign LLC in Missouri.

The Transaction

Spectrotel, Inc. has undertaken an internal corporate reorganization, creating Spectrotel of the Midwest LLC to serve its customers in Missouri. The corporate reorganization will not impact customers, and service will continue under the current rates, terms, and conditions. The ultimate ownership and control of the Company will not change. Spectrotel of the Midwest LLC is a member managed LLC with Spectrotel Holding Company, LLC, a Delaware LLC, as its sole member. Spectrotel Holding Company, LLC is also a member managed LLC, with Spectrotel, Inc. as its primary member. Spectrotel, Inc., the ultimate parent company of Spectrotel of the Midwest LLC, will continue to be 100% owned by Jack Dayan.

No new parent corporation or other entity will acquire Spectrotel, Inc. and no change of control will occur. No other public service company or stock corporation will acquire Spectrotel, Inc. as a result of this transaction. An organizational chart depicting the operating entity's corporate ownership and status before and after the restructuring is displayed on Attachment 2.

Upon completion of this reorganization, there will be no change to the management, corporate ownership, employees, rates, services, or other contract rights and obligations of the company. All of the current managerial, technical and financial resources available to Spectrotel, Inc. will remain available to Spectrotel of the Midwest LLC, since the ultimate ownership of the Company will not change. Through this transaction, Spectrotel, Inc. is not seeking to expand or reduce its operating authority, and its services to customers (and service obligations) will not change as a result. Customer bills will continue to reflect the name "Spectrotel" or "Touch Base Communications", as applicable. The proposed restructuring is in the public interest because it will allow Spectrotel to achieve administrative efficiencies and potential cost savings, thus financially strengthening the company without altering its operations in any respect.

Because the internal corporate restructuring will be transparent to customers, customer notice was not provided, as it would likely be confusing to customers.

Conclusion

Spectrotel, Inc. respectfully requests that the Commission approve the internal corporate reorganization described herein to the extent required by law or Commission rules, transfer or reissue Spectrotel Inc.'s Certificates of Service Authority to Spectrotel of the Midwest LLC d/b/a Touch Base Communications, effective as soon as practicable and grant such other relief as may be required.

Attachment 1

Certificate of Formation of Limited Liability Company

Certificate of Good Standing

Certificate of Authority to Transact Business as a Foreign LLC

Delaware

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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 FORMATION OF "SPECTROTEL OF THE MIDWEST LLC", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JUNE, A.D. 2020, AT 10:07 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

3061809 8100
SR# 20205687145

Authentication: 203112138
Date: 06-15-20

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:07 AM 06/15/2020
FILED 10:07 AM 06/15/2020
SR 20205687145 - File Number 3061809

CERTIFICATE OF FORMATION

OF

SPECTROTEL OF THE MIDWEST LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (hereinafter called the "limited liability company") is:

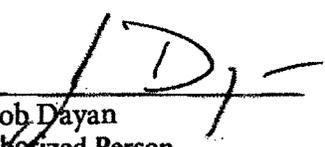
Spectrotel of the Midwest LLC

SECOND: The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are:

Cogency Global Inc.
850 New Burton Road
Suite 201
Dover, Delaware 19904

THIRD: This Certificate of Formation shall be effective upon filing.

Executed on June 11, 2020.

By: 
Jacob Dayan
Authorized Person

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPECTROTEL OF THE MIDWEST LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JULY, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SPECTROTEL OF THE MIDWEST LLC" WAS FORMED ON THE FIFTEENTH DAY OF JUNE, A.D. 2020.



3061809 8300

SR# 20206275342

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203304417

Date: 07-17-20

STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CERTIFICATE OF REGISTRATION

WHEREAS,

Spectrotel of the Midwest LLC

Using in Missouri the name

Spectrotel of the Midwest LLC

FL1433256

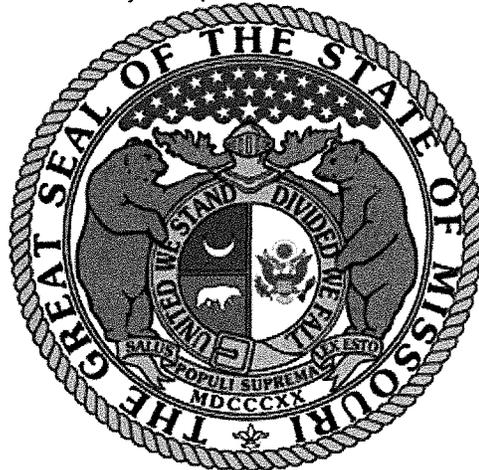
existing under the laws of the State of Delaware has filed with this state its Application of Registration and whereas this Application of Registration conforms to the Missouri Limited Liability Company Act.

NOW, THEREFORE, I, JOHN R. ASHCROFT, Secretary of State of State of Missouri, by virtue of the authority vested in me by law, do hereby certify and declare that on the 5th day of August, 2020 the above Foreign Limited Liability Company is duly authorized to transact business in the State of Missouri and is entitled to any rights granted Limited Liability Companies.

Effective Date: August 5, 2020

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, the 5th day of August, 2020.

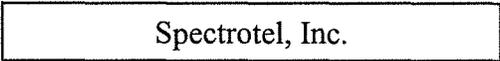

Secretary of State



Attachment 2

Organizational Chart

Pre-Restructuring Organization



Post-Restructuring Organization

