



151 Southhall Lane, Ste 450  
Maitland, FL 32751  
P.O. Drawer 200  
Winter Park, FL 32790-0200  
www.inteserra.com

September 11, 2020  
Via Overnight Delivery

Mr. Daniel Hinton, Tariff Branch Manager  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, KY 40601

RECEIVED

SEP 14 2020

PUBLIC SERVICE  
COMMISSION

**RE: Spectrotel, Inc. dba Touch Base Communications  
Notice of Corporate Reorganization**

Dear Mr. Hinton:

Enclosed for filing please find the original and three (3) copies of the Notice of Corporate Reorganization submitted on behalf of Spectrotel, Inc. dba Touch Base Communications ("Spectrotel" or "Company"). Spectrotel has completed an internal corporate reorganization resulting in the creation of a new affiliate, Spectrotel of the South LLC which will become the telecommunications service provider for the Company's Kentucky customers.

Spectrotel was issued a Certificate of Authority to provide Competitive Local Exchange Telecommunications Services in Filing No. TFS2011-00707. 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 Certificate of Authority to Spectrotel of the South LLC dba Touch Base Communications, effective as soon as practicable.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for that purpose.

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](mailto:Sthomas@inteserra.com). Thank you for your assistance in this matter.

Sincerely,

Sharon Thomas  
Consultant

tms: KYx2001

Enclosures  
ST/cc

**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 South LLC, which will become the telecommunications service provider for the Company's Kentucky customers. The effect of this reorganization is pro forma in nature and transparent to Kentucky 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 Certificate of Public Convenience and Necessity to Spectrotel of the South 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 Competitive Local Exchange Telecommunications Services in Kentucky on November 9, 2011 in Docket No. TFS2011-00707.

Spectrotel of the South 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 South 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 Kentucky.

**The Transaction**

Spectrotel, Inc. has undertaken an internal corporate reorganization, creating Spectrotel of the South LLC to serve its customers in Kentucky. 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 South 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 South 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 South 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 Certificate of Public Convenience and Necessity to Spectrotel of the South LLC dba 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

The First State

Page 1

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 SOUTH LLC", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JUNE, A.D. 2020, AT 10:06 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

3061795 8100  
SR# 20205687138

Authentication: 203112133  
Date: 06-15-20

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**CERTIFICATE OF FORMATION**

**OF**

**SPECTROTEL OF THE SOUTH 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:

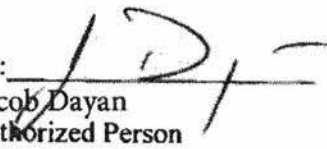
**Spectrotel of the South LLC**

**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

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPECTROTEL OF THE SOUTH 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 SOUTH LLC" WAS FORMED ON THE FIFTEENTH DAY OF JUNE, A.D. 2020.



3061795 8300

SR# 20206275227

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://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.

Authentication: 203304356

Date: 07-17-20

Business Administration  
Secretary of State


Tax Administration  
Department of Revenue

Obligations  
Online Filings Due

Permissions  
Assigned Roles

**Filing Details**

 [Dissolve Business \(/ers/ManageBusiness/DissolveBusinessEvent\)](/ers/ManageBusiness/DissolveBusinessEvent)

 [File/Amend Annual Report \(/ers/ManageBusiness/AnnualReportEvent\)](/ers/ManageBusiness/AnnualReportEvent)

Country Of Incorporation	United States
State Of Incorporation	Delaware
Date Of Incorporation	6/15/2020 12:00:00 AM
Date Of Qualification	7/27/2020 12:00:00 AM
File Date	07/27/2020
Last Annual Report	
ORG Number	1105685
Status	Active
Standing	Good


**Principal Office Address**

 [Change \(/ers/ManageBusiness/PrincipalOfficeAddressChangeEvent\)](/ers/ManageBusiness/PrincipalOfficeAddressChangeEvent)

3535 State Highway 66  
Neptune, New Jersey 07753  
United States

**Associations**

**Assumed Names**

 [Change Registered Agent \(/ers/ManageBusiness/RegisteredAgentChangeEvent\)](/ers/ManageBusiness/RegisteredAgentChangeEvent)

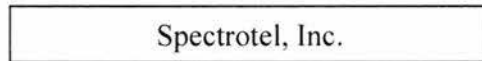
Full Name	Title	Address
COGENCY GLOBAL INC.	Registered Agent	828 Lane Allen Rd Ste 219, Lexington, KY - 40504 Fayette, United States
David Zahka	Authorized Representative	3535 State Hwy 66, Suite 7, Neptune, NJ - 07753 Unknown, United States

**Attachment 2**

**Organizational Chart**



Pre-Restructuring Organization



Post-Restructuring Organization

