

December 5, 2022

VIA EMAIL (BOARD.SECRETARY@BPU.NJ.GOV)

State of New Jersey Board of Public Utilities
Board Secretary
Aida Camacho, Secretary of the Board
44 S. Clinton Ave., 3rd Floor
P.O. Box 350
Trenton, NJ 08625-0350

**Re: Manhattan Telecommunications Corporation of New Jersey and
Manhattan Telecommunications Corporation of New Jersey LLC**

Dear Ms. Camacho:

Enclosed for filing please find the Verified Joint Petition of Manhattan Telecommunications Corporation of New Jersey (“Manhattan Telecommunications Corporation NJ”) and Manhattan Telecommunications Corporation of New Jersey LLC (“Manhattan Telecommunications NJ LLC”) (together, the “Petitioners”), with Exhibits.

I note that in the past we have sent an original and twelve (12) copies of any Verified Petition filings along with a check to satisfy the filing fee. However, I note that per the State of New Jersey Board of Public Utilities website, hard copies are now discouraged, and entities may file documents with the Board Secretary by email. Should you wish to receive hard copies, we are happy to provide them.

The Petitioners respectfully request expedited processing of the Petition. Please contact me should you have any questions regarding the above.

Respectfully,



Amy J. Blumenthal

Enclosures

cc: Michael P. Donahue, Esq. (mpd@CommLawGroup.com)

**STATE OF NEW JERSEY
BOARD OF PUBLIC UTILITIES**

Verified Petition of

**Manhattan Telecommunications
Corporation of New Jersey**

And

**Manhattan Telecommunications
Corporation of New Jersey LLC**

for Approval of an Internal Restructuring

Docket No. TF22_____

TO THE HONORABLE COMMISSIONERS OF THE NEW JERSEY BOARD OF PUBLIC UTILITIES:

VERIFIED JOINT PETITION

Manhattan Telecommunications Corporation of New Jersey ("Manhattan Telecommunications Corporation NJ") and Manhattan Telecommunications Corporation of New Jersey LLC ("Manhattan Telecommunications NJ LLC") (together, the "Petitioners"), to the extent necessary pursuant to N.J.S.A. 48:3-7 and 48:3-10, request Board approval for an internal, pro forma restructuring. Manhattan Telecommunications Corporation NJ merged with its affiliate, Manhattan Telecommunications NJ LLC, with Manhattan Telecommunications NJ LLC being the surviving entity (the "Transaction"). The Transaction is part of a conversion of MetTel operating companies from corporations to limited liability companies. Following completion of the conversion of all the MetTel operating companies, an intermediate holding company was inserted between Petitioners' parent company, Metropolitan Telecommunications Holding Company LLC ("MetTel Holding"),¹ and their ultimate parent company, MetTel, Inc.

¹ As part of the conversion of MetTel entities, MetTel Holding also converted from a corporation to a limited liability company.

The Transaction is pro forma in nature as both Manhattan Telecommunications Corporation NJ and Manhattan Telecommunications NJ LLC are under common ownership and control and management. The Transaction will not result in any changes in Manhattan Telecommunications Corporation NJ's rates, terms or conditions of service and will be transparent to New Jersey customers. Therefore, Petitioners respectfully request expedited processing of the Petition.

In support of this Petition, Petitioners provide the following information:

I. BACKGROUND

Manhattan Telecommunications Corporation NJ was a privately held corporation organized pursuant to the laws of New Jersey whose principal business is telecommunications. Manhattan Telecommunications Corporation NJ was a wholly owned subsidiary of Manhattan Telecommunications Corporation LLC and indirect subsidiary of MetTel Holding, a privately held Delaware holding company. Manhattan Telecommunications Corporation NJ was authorized by the Board to provide local exchange telecommunications services on June 22, 2000, in Docket No. TE99120922 (the "NJ CPCN").

Manhattan Telecommunications NJ LLC is a privately held limited liability company organized pursuant to the laws of Delaware and formed solely for purposes of the Transaction. Manhattan Telecommunications NJ LLC is a wholly owned subsidiary of Manhattan Telecommunications Corporation LLC and indirect subsidiary of MetTel Holding. Attached hereto as **Exhibit A** are copies of Manhattan Telecommunications NJ LLC's Certificate of Formation and Certificate of Good Standing in New Jersey. Manhattan Telecommunications NJ LLC has the same ownership and management as Manhattan Telecommunications Corporation NJ.

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.

In addition to the services provided by Manhattan Telecommunications Corporation NJ to New Jersey consumers, Manhattan Telecommunications Corporation NJ'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 Manhattan Telecommunications Corporation NJ's legal, technical, financial and managerial qualifications to provide telecommunications service to consumers in New Jersey may be found in Manhattan Telecommunications Corporation NJ's initial application for the NJ CPCN as a matter of public record. Petitioners respectfully request that the Board take official notice of the information contained in the New Jersey application and incorporate it herein for reference.

II. DESIGNATED CONTACTS

Questions, correspondence or other communications concerning this filing should be directed to:

Amy Blumenthal
Kutak Rock LLP
Two Logan Square
100 N. 18th Street, Suite 1920
Philadelphia, PA 19103
Phone: (215) 586-4188
Fax: (215) 981-0719
Email: amy.blumenthal@kutakrock.com

with a copy to:

Joseph Farano
General Counsel
MetTel
BellWorks 101 Crawfords Corner Road, #4-311
Holmdel, NJ 07733
Tel: 212-359-5037
E-mail: jfarano@mettel.net

and:

Michael P. Donahue
Marashlian & Donahue, PLLC
1430 Spring Hill Road, Suite 310
McLean, VA 22102
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Fax: (703) 563-6222
Email: mpd@commlawgroup.com

III. DESCRIPTION OF THE INTERNAL RESTRUCTURING

Manhattan Telecommunications NJ LLC seeks Board approval, to the extent necessary, of an internal restructuring resulting from the conversion of all MetTel operating companies to Delaware limited liability companies. In New Jersey, this conversion is accomplished through the merger of Manhattan Telecommunications Corporation NJ with and into its newly formed affiliate, Manhattan Telecommunications NJ LLC, a Delaware limited liability company, with Manhattan Telecommunications NJ LLC being the surviving entity. Other than as described below, there will be no change in the certificated entity's ownership, management, operation, rates or service offerings or responsibility for regulatory obligations upon approval of this Petition. Manhattan Telecommunications Corporation NJ invoiced customers under the name "MetTel" and Manhattan Telecommunications NJ LLC will continue to invoice customers under the name "MetTel". Accordingly, the internal restructuring is pro forma 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, a Delaware limited liability company, was inserted between Petitioners' parent company, MetTel Holding, and their ultimate parent company, MetTel, Inc. This entity will be controlled by MetTel, Inc. It will be 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.

Following Board approval of this Petition, Manhattan Telecommunications NJ LLC will file updated tariff(s) replacing Manhattan Telecommunications Corporation NJ's tariffs. The updated

tariffs will reflect the change in the name of the issuing entity only. All other rates, terms and conditions will remain the same as those in Manhattan Telecommunications Corporation NJ's current tariffs. Manhattan Telecommunications NJ LLC's managerial, technical, and financial qualifications that supported the grant of its CPCN to provide Local Exchange Telecommunications Services remain the same.

MetTel, Inc. is implementing this internal restructuring to streamline operations, facilitate financing and other transactions and for other business purposes. Accordingly, Petitioners respectfully request that the Board approve the Transaction expeditiously.

IV. PUBLIC INTEREST CONSIDERATIONS

As described above, the Transaction is in the public interest, because it will have no impact on Manhattan Telecommunications' customers and will promote Petitioners' corporate objectives. The corporate restructuring is necessary and appropriate, will not impair Manhattan Telecommunications NJ LLC's ability to offer telecommunication services to the public, and will promote the corporate purposes of Petitioners. The Transaction will not involve an assignment of the NJ CPCN or a change in the day-to-day operations of the certificated company. In addition, there will be no change in the services offered to Manhattan Telecommunications Corporation NJ's customers or the rates for Manhattan Telecommunications Corporation NJ's regulated services. The transaction will be completely transparent to Manhattan Telecommunications Corporation NJ's customers.

V. CONCLUSION

For the foregoing reasons, Petitioner submits that the public interest, convenience, and necessity would be furthered by grant of this Petition.

Respectfully submitted,



Amy Blumenthal
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Two Logan Square
100 N. 18th Street, Suite 1920
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Phone: (215) 586-4188
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Counsel for Manhattan Telecommunications Corporation
of New Jersey and Manhattan Telecommunications
Corporation of New Jersey LLC

Dated: December 5, 2022

STATE OF NEW JERSEY
COUNTY OF MONMOUTH

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VERIFICATION

I, Joseph Farano, hereby declare that I am the General Counsel of Manhattan Telecommunications Corporation of New Jersey ("Manhattan Telecommunications Corporation NJ") and Manhattan Telecommunications Corporation of New Jersey LLC ("Manhattan Telecommunications NJ LLC") that I am authorized to make this Verification on behalf of Manhattan Telecommunications Corporation NJ and Manhattan Telecommunications NJ LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the forgoing is true and correct. Executed this 17th day of November, 2022.



Joseph Farano
General Counsel
Manhattan Telecommunications Corporation of New Jersey
And Manhattan Telecommunications Corporation of New
Jersey LLC

EXHIBIT LIST

Exhibit A **Manhattan Telecommunications Corporation of New Jersey LLC
Certificate of Formation and Certificate of Good Standing**

EXHIBIT A

**Manhattan Telecommunications Corporation of New Jersey LLC Certificate of Formation
and Certificate of Good Standing**

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 "METROPOLITAN TELECOMMUNICATIONS CORPORATION OF NEW JERSEY LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JANUARY, A.D. 2022, AT 12:23 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

6553471 8100
SR# 20220172376

Authentication: 202437826
Date: 01-20-22

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

CERTIFICATE OF FORMATION

OF

METROPOLITAN TELECOMMUNICATIONS CORPORATION OF NEW JERSEY LLC

This Certificate of Formation of Metropolitan Telecommunications Corporation of New Jersey LLC, dated as of January 19, 2022, is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. § 18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is Metropolitan Telecommunications of New Jersey LLC.

SECOND. The address of its registered office is 251 Little Falls Drive, Wilmington, County of New Castle, DE 19808. The name of its registered agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

/s/ Orlando He _____

Name: Orlando He

Title: Authorized Person

State of Delaware

Secretary of State

Division of Corporations

Delivered 12:23 PM 01/19/2022

FILED 12:23 PM 01/19/2022

SR 20220172376 - File Number 6553471

**STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
DIVISION OF REVENUE AND ENTERPRISE SERVICES
SHORT FORM STANDING**

MANHATTAN TELECOMMUNICATIONS CORPORATION OF NEW JERSEY LLC
0600475908

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named Delaware Foreign Limited Liability Company was registered by this office on January 20, 2022.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and office are:

*CORPORATION SERVICE COMPANY
PRINCETON SOUTH CORPORATE CENTER
100 CHARLES EWING BLVD, STE 160
EWING, NJ 08628*



*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
26th day of October, 2022*

*Elizabeth Maher Muoio
State Treasurer*

Certificate Number : 6137103276

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp