

Morgan Lewis

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VIA OVERNIGHT DELIVERY & ELECTRONIC MAIL

20-00015

February 4, 2020

Chairman Robin Morrison
c/o Tory Lawless, Dockets and Records Manager
Tennessee Public Utility Commission
502 Deaderick Street, 4th Floor
Nashville, TN 37243
tpuc.docketroom@tn.gov

**RE: Millington Telephone Company, LLC d/b/a Ritter Communications
Notification of Corporate Conversion and Resulting Name Change**

Dear Chairman Morrison:

Millington Telephone Company, LLC d/b/a Ritter Communications (formerly known as Millington Telephone Company, Inc.) (the "Company") hereby notifies the Commission that the Company's current name is "Millington Telephone Company, LLC d/b/a Ritter Communications" as a result of its conversion from a Tennessee corporation to a Delaware limited liability company and registration of an assumed name. The Company will separately submit a new tariff cover sheet reflecting these changes. Also included is a check for \$25.00 for the filing fee.

The conversion of the Company to a limited liability company was merely a change in its corporate form accomplished through the filing of Certificate of Conversion in Delaware and did not entail any merger or other transactions that extinguish the existence of the Company. Attached hereto are the Company's conversion documents as Attachment A and the Company's authorization to transact business in Tennessee as Attachment B. The Company's registration of assumed limited liability company name is included as Attachment C. The Company, therefore, requests that the records of the Commission, including the Company's Certificate,¹ be updated to reflect its current name, "Millington Telephone Company, LLC d/b/a Ritter Communications."

¹ The Company is authorized as a market regulated incumbent local exchange carrier (ILEC) under ID 24.

Morgan, Lewis & Bockius LLP

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Washington, DC 20004
United States

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F +1.202.739.3001

To the extent necessary and pursuant to Commission Rule 1220-04-01-.08(2) and (3), the Company requests a waiver of the requirement to provide customer notice of the name change. The Commission may grant a request for waiver if good cause is shown. Here, requiring customer notice would not serve the purpose of the rule and may cause customer confusion. Customers will continue to receive service from Millington Telephone Company with the only change being its corporate form. As a result, the Commission should not require the Company to provide customer notice.

An original and four copies of this letter are enclosed for filing. Please date-stamp the extra copy of this letter and return it in the envelope provided. Should you have any questions regarding this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Steph J", with a long horizontal flourish extending to the right.

Ronald W. Del Sesto, Jr.
Danielle Burt
Stephany Fan

*On behalf of Millington Telephone Company, LLC
d/b/a Ritter Communications*

ATTACHMENT A

Conversion Documents

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 CONVERSION OF A TENNESSEE CORPORATION UNDER THE NAME OF "MILLINGTON TELEPHONE COMAPNY, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "MILLINGTON TELEPHONE COMAPNY, INC." TO "MILLINGTON TELEPHONE COMPANY, LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2019, AT 12:47 O`CLOCK P.M.



7675481 8100F
SR# 20197762366

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 203879490
Date: 10-28-19


**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY COMPANY ACT**

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:47 PM 10/28/2019
FILED 12:47 PM 10/28/2019
SR 20197762366 - File Number 7675481

1. The jurisdiction where the Corporation first formed is the State of Tennessee.
2. The jurisdiction immediately prior to filing this Certificate is the State of Tennessee.
3. The date the Corporation first formed is May 17, 1950.
4. The name of the Corporation immediately prior to filing this Certificate is Millington Telephone Company, Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is Millington Telephone Company, LLC.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 28th day of October, 2019.

By: 
Name: Alan G. Morse
Title: President

Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "MILLINGTON
TELEPHONE COMPANY, LLC" FILED IN THIS OFFICE ON THE TWENTY-
EIGHTH DAY OF OCTOBER, A.D. 2019, AT 12:47 O'CLOCK P.M.*



7675481 8100F
SR# 20197762366

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: 203879490
Date: 10-28-19

CERTIFICATE OF FORMATION
OF
MILLINGTON TELEPHONE COMPANY, LLC


This Certificate of Formation of Millington Telephone Company, LLC (the "Company") is being executed by the undersigned for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act.

FIRST: The name of the Company is Millington Telephone Company, LLC.

SECOND: The address of the registered office of the Company in Delaware is 1209 Orange St., in the City of Wilmington, County of New Castle, 19801 and its registered agent at such address is The Corporation Trust Company.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being the individual forming the Company, has executed, signed and acknowledged this Certificate of Formation this 28th day of October, 2019.

By: 
Name: Alan G. Morse
Title: Authorized Person

ATTACHMENT B

Authorization to Transact Business in Tennessee



Tre Hargett
Secretary of State

Division of Business Services
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

Millington Telephone Company, LLC
2400 RITTER DR
JONESBORO, AR 72401-6241

December 9, 2019

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

SOS Control # :	001066003	Formation Locale:	DELAWARE
Filing Type:	Limited Liability Company - Foreign	Date Formed:	10/28/2019
Filing Date:	12/06/2019 3:00 PM	Fiscal Year Close:	12
Status:	Active	Annual Report Due:	04/01/2021
Duration Term:	Perpetual	Image # :	B0764-5535
Managed By:	Member Managed		

Document Receipt

Receipt # : 005138319	Filing Fee:	\$300.00
Payment-Check/MO - CAPITAL FILING SERVICE, INC, NASHVILLE, TN		\$900.00
Deposit-Account - CAPITAL FILING SERVICE INC, NASHVILLE, TN		\$600.00

Registered Agent Address:
C T CORPORATION SYSTEM
300 MONTVUE RD
KNOXVILLE, TN 37919-5546

Principal Address:
2400 RITTER DR
JONESBORO, AR 72401-6241

Congratulations on the successful filing of your **Application for Certificate of Authority** for **Millington Telephone Company, LLC** in the State of Tennessee which is effective on the date shown above. Please visit the Tennessee Department of Revenue website (www.tn.gov/revenue) to determine your online tax registration requirements. If you need to obtain a Certificate of Existence for this entity, you can request, pay for, and receive it from our website.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Tre Hargett
Secretary of State

Processed By: Austin Colgan

APPLICATION FOR CERTIFICATE OF AUTHORITY LIMITED LIABILITY COMPANY (ss-4233)

Page 1 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

For Office Use Only

Filed

To The Secretary of the State of Tennessee:

Pursuant to the provisions of T.C.A. §48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: Millington Telephone Company, LLC

If different, the name under which the certificate of authority is to be obtained is: _____

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of T.C.A. §48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to T.C.A. §48-249-106(d).

2. The state or country under whose law it is formed is: Delaware

and the date of its formation is: 10 / 28 / 2019 and the date it commenced doing business in Tennessee is: _____ / _____ / _____
Month Day Year Month Day Year

NOTE: Additional filing fees and proof of tax clearance confirming good standing may apply if the Limited Liability Company commenced doing business in Tennessee prior to the approval of this application. See T.C.A. §48-249-913(d) and T.C.A. §48-249-905(c)

3. This company has the additional designation of: _____

4. The name and complete address of its registered agent and office located in the state of Tennessee is:

Name: C T Corporation System

Address: 300 Montvue Rd

City: Knoxville State: TN Zip Code: 37919-5546 County: Knox

5. Fiscal Year Close Month: December

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is: (Not to exceed 90 days)

Effective Date: _____ / _____ / _____ Time: _____
Month Day Year

7. The LLC will be: ☒ Member Managed ☐ Manager Managed ☐ Director Managed ☐ Board Managed ☐ Other

8. Number of Members at the date of filing: 1

9. Period of Duration: ☒ Perpetual ☐ Other _____ / _____ / _____
Month Day Year

10. The complete address of its principal executive office is:

Address: 2400 Ritter Drive

City: Jonesboro State: AR Zip Code: 72401

B0764-5536 12/06/2019 3:00 PM Received by Tennessee Secretary of State Tre Hargett

APPLICATION FOR CERTIFICATE OF AUTHORITY LIMITED LIABILITY COMPANY (ss-4233)

Page 2 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

For Office Use Only

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

The name of the Limited Liability Company is: Millington Telephone Company, LLC

11. The complete mailing address of the entity (If different from the principal office) is:

Address: _____

City: _____

State: _____

Zip Code: _____

12. Non-Profit LLC (required only if the Additional Designation of "Non-Profit LLC" is entered in section 3.)

- ☐ I certify that this entity is a Non-Profit LLC whose sole member is a nonprofit corporation, foreign or domestic, incorporated under or subject to the provisions of the Tennessee Nonprofit Corporation Act and who is exempt from franchise and excise tax as not-for-profit as defined in T.C.A. §67-4-2004. The business is disregarded as an entity for federal income tax purposes.

13. Professional LLC (required only if the Additional Designation of "Professional LLC" is entered in section 3.)

- ☐ I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders.
☐ I certify that this entity meets the requirement of T.C.A. §48-249-1123(b)(3)

Licensed Profession: _____

14. Series LLC (required only if the Additional Designation of "Series LLC" is entered in section 3.)

- ☐ I certify that this entity meets the requirements of T.C.A. §48-249-309(i)

If the provisions of T.C.A. §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

15. Obligated Member Entity (list of obligated members and signatures must be attached)

- ☐ This entity will be registered as an Obligated Member Entity (OME) Effective Date: _____
Month Day Year

☐ I understand that by statute: THE EXECUTION AND FILING OF THIS DOCUMENT WILL CAUSE THE MEMBER(S) TO BE PERSONALLY LIABLE FOR THE DEBTS, OBLIGATIONS AND LIABILITIES FOR THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. CONSULT AN ATTORNEY.

16. Other Provisions: _____

Signature Date

Authorized Person

Signer's Capacity (if other than individual capacity)

Signature

Lexine Horton

Name (printed or typed)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MILLINGTON TELEPHONE COMPANY, 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 SIXTH DAY OF DECEMBER, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.



7675481 8300

SR# 20198482638

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

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

Authentication: 204154215

Date: 12-06-19

B0764-5537 12/06/2019 3:00 PM Received by Tennessee Secretary of State Tre Hargett

ATTACHMENT C

Registration of Assumed Limited Liability Company Name



Tre Hargett
Secretary of State

Division of Business Services

Department of State

State of Tennessee

312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

Millington Telephone Company, LLC
2400 RITTER DR
JONESBORO, AR 72401-6241

December 20, 2019

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Control # : 1066003 Status: Active
Filing Type: Limited Liability Company - Foreign

Document Receipt

Receipt # : 005159842	Filing Fee:	\$40.00
Payment-Account - #23391 CFS-1, NASHVILLE, TN		\$40.00

Amendment Type: Assumed Name With Name Consent
Filed Date: 12/20/2019 12:46 PM

Image # : B0770-6716

This will acknowledge the filing of the attached assumed name with an effective date as indicated above. When corresponding with this office or submitting documents for filing, please refer to the control number given above. The name registration is effective for five years from the date the original registration was filed with the Secretary of State.

Tre Hargett
Secretary of State

Processed By: Alex Maxfield

Field Name	Changed From	Changed To
Consent Method	No Value	Both entities will share name and registered agent
New Assumed Name	No Value	Ritter Communications
Entity Giving Consent Control #	No Value	000721981
Entity Giving Consent Name	No Value	E. Ritter Communications, LLC
Duplicate Name Consent DLN	No Value	B0770-6717

State of Tennessee



Department of State

Corporate Filings

312 Rosa L. Parks Avenue

6th Floor, William R. Snodgrass Tower

Nashville, TN 37243

APPLICATION FOR REGISTRATION
OF ASSUMED
LIMITED LIABILITY COMPANY NAME

For Office Use Only

FILED

Pursuant to the provisions of §48-207-101 (d) of the Tennessee Limited Liability Company Act or §48-249-106(d) of the Tennessee Revised Limited Liability Company Act, the undersigned Limited Liability Company hereby submits this application:

1. The true name of the Limited Liability Company is: Millington Telephone Company, LLC

2. The state or country of organization is: Delaware

3. The Limited Liability Company intends to transact business under an assumed Limited Liability Company name.

4. The assumed Limited Liability Company name the Limited Liability Company proposes to use is:

Ritter Communications

NOTE: The assumed Limited Liability Company name must meet the requirements of §48-207-101 of the Tennessee Limited Liability Company Act or §48-249-106 of the Tennessee Revised Limited Liability Company Act, as applicable.

12/17/19
Signature Date

Authorized Person

Signer's Capacity

Millington Telephone Company, LLC

Name of Limited Liability Company

Signature

Lexine Horton

Name (typed or printed)

WRITTEN CONSENT FOR USE OF INDISTINGUISHABLE NAME (SS-9411)



**Business Services Division
Tre Hargett, Secretary of State
State of Tennessee**

312 Rosa L. Parks AVE., 6th FL.
Nashville, TN 37243
(615) 741-2286

Filing fee \$20.00

Pursuant to the Tennessee Business Corporation Act, Tennessee Nonprofit Corporation Act, Tennessee Limited Liability Company Act, Tennessee Revised Limited Liability Company Act, or the Tennessee Revised Uniform Partnership Act, this consent for use of indistinguishable name is submitted to the Tennessee Secretary of State.

Existing Entity Name: E. Ritter Communications, LLC

Entity 1

Existing Entity Secretary of State Control Number: 000721981

Entity Receiving Name Consent: Millington Telephone Company, LLC

Entity 2

SELECT THE STATEMENT THAT APPLIES

Option 1:



Both entities hereby consent to use and maintain the same registered agent.

Option 2:



The existing entity consents to change its name or terminate its existence within 60 days.

Lexine Horton

Entity 1 Signature

Lexine Horton

Name (printed or typed)

12/19/19

Signature Date

Lexine Horton

Entity 2 Signature

Lexine Horton

Name (printed or typed)

12/19/19

Signature Date

Note: Pursuant to T.C.A. § 10-7-503 all information on this form is public record.