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September 11, 2020
Via Overnight Delivery & Email

Ms. Ectory Lawless, Docket Manager
Tennessee Public Utility Commission
502 Deaderick Street
4th Floor
Nashville, TN 37243

20-00110

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

Dear Ms. Lawless:

Enclosed for filing please find the original and one (1) copy of the Notice of Corporate Reorganization submitted on behalf of Spectrotel, Inc. dba OneTouch Communications 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 Tennessee customers.

Spectrotel was issued a Certificate of Public Convenience and Necessity ("CPCN") to provide Facilities-Based Competing Local Exchange Telecommunications Services in Docket No. 11-00132. 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 CPCN to Spectrotel of the South LLC dba Touch Base Communications, effective as soon as practicable. (Spectrotel of the South LLC does not intend to use the d/b/a OneTouch Communications.)

A copy of this filing has been sent via e-mail to: tpuc.docketroom@tn.gov.

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. Thank you for your assistance in this matter.

Sincerely,
A handwritten signature in black ink, appearing to read "Sharon Thomas", written over the word "Sincerely,".

Sharon Thomas
Consultant

tms: TNx2001

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 Tennessee customers. The effect of this reorganization is pro forma in nature and transparent to Tennessee 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 Facilities-Based Competing Local Exchange Telecommunications Services in Tennessee on April 26, 2012 in Docket No. 11-00132.

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 Tennessee.

The Transaction

Spectrotel, Inc. has undertaken an internal corporate reorganization, creating Spectrotel of the South LLC to serve its customers in Tennessee. 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.*



3061795 8100
SR# 20205687138

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.

Jeffrey W. Bullock, Secretary of State

Authentication: 203112133
Date: 06-15-20

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:

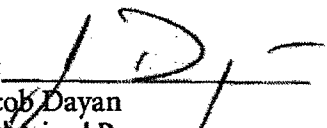
Spectrotel of the South LLC

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

The First State

Page 1

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

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

Authentication: 203304356

Date: 07-17-20



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

Filing Information

Name: **Spectrotel of the South LLC**

General Information

SOS Control #	001115322	Formation Locale:	DELAWARE
Filing Type:	Limited Liability Company - Foreign	Date Formed:	06/15/2020
	07/27/2020 4:09 PM	Fiscal Year Close	12
Status:	Active	Member Count:	1
Duration Term:	Perpetual		
Managed By:	Member Managed		

Registered Agent Address

COGENCY GLOBAL INC.
STE B
992 DAVIDSON DR
NASHVILLE, TN 37205-1051

Principal Address

STE 7
3535 STATE HIGHWAY 66
NEPTUNE, NJ 07753-2625

The following document(s) was/were filed in this office on the date(s) indicated below:

Date Filed	Filing Description	Image #
07/27/2020	Initial Filing	B0895-8724

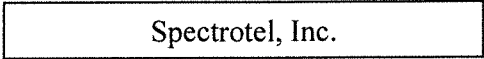
Record Status Changed From: Pending Review To: Active

Active Assumed Names (if any)	Date	Expires
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Attachment 2

Organizational Chart

Pre-Restructuring Organization



Post-Restructuring Organization

